

MARVEL

12

**AARON
BACHALO
TOWNSEND**

WOLVERINE and the

X-MEN

EARTH'S
MIGHTIEST
HEROES?
BAH.



If you were born different with mutant super-powers, the Jean Grey School for Higher Learning is the school for you. Founded by Wolverine and staffed by experienced X-Men, you will learn everything you need to know to survive in a world that hates and fears you.

WOLVERINE and the X-MEN



WOLVERINE
Clawed
Headmaster



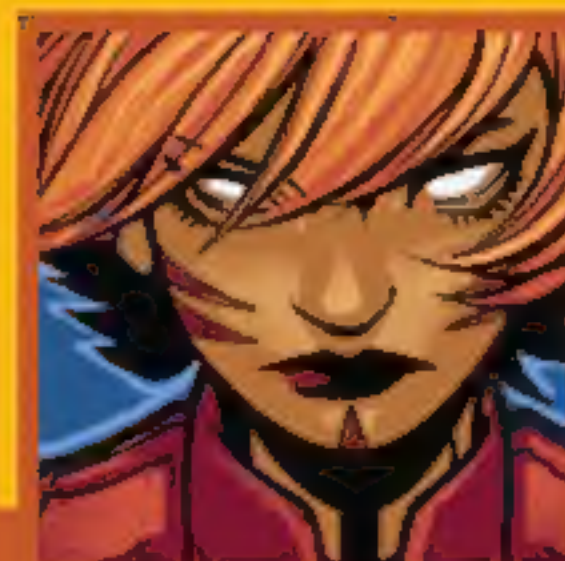
KITTY PRYDE
Phasing
Headmistress



ICEMAN
Ice-Controlling
Teacher



BEAST
Animalistic,
Intellectual
Vice-Principal



RACHEL GREY
Telekinetic,
Telepathic
Teacher



IDIE OKONKWO
Temperature-
Controlling
Student



BROOD
Alien
Student



QUENTIN QUIRE
Telepathic
Student



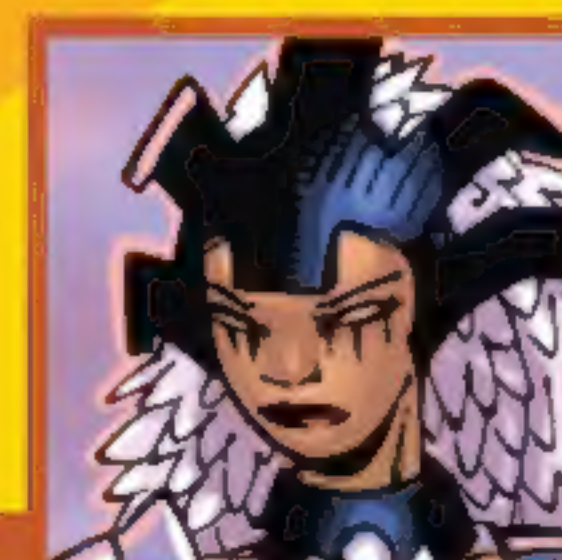
GENESIS
Flying, Eye-
Blasting Student



ANGEL
Metal-Winged
Student



KID GLADIATOR
Superstrong
Alien Student



WARBIRD
Shi'ar
Bodyguard

PREVIOUSLY

THE X-MEN HAVE A LONG HISTORY WITH THE COSMIC PHOENIX FORCE. LONG AGO IT BONDED WITH ORIGINAL X-MAN JEAN GREY TRANSFORMING HER INTO THE "DARK PHOENIX" AND SETTING HER ON A PATH OF INTERSTELLAR DESTRUCTION. LATER, IT BONDED WITH JEAN AND CYCLOPS' DAUGHTER FROM AN ALTERNATE DYSTOPIAN FUTURE, RACHEL GREY. IT RECENTLY RETURNED, INTENDING TO BOND WITH HOPE SUMMERS, THE TEENAGE "MUTANT MESSIAH." THE AVENGERS ATTEMPTED TO STOP THE PHOENIX FORCE BUT WERE ONLY ABLE TO SPLIT IT INTO FIVE PARTS THAT BONDED WITH NAMOR, EMMA FROST, MAGIK, COLOSSUS, AND CYCLOPS. WOLVERINE & THE AVENGERS MANAGED TO KEEP HOPE FROM THE X-MEN'S GRASP, BUT NOW THE PHOENIX FIVE HAVE DECLARED THE AVENGERS FUGITIVES, SEEKING THEM ACROSS THE GLOBE.

MEANWHILE, DESPITE HIS BODYGUARD WARBIRD'S BEST INTENTIONS, KID GLADIATOR REFUSED TO RETURN TO HIS HOME PLANET OF SHI'AR TO AVOID THE DESTRUCTIVE POWER OF THE PHOENIX. NOT LONG AFTER, THE JEAN GREY SCHOOL RECEIVED A VISIT FROM KID GLADIATOR'S FATHER, GLADIATOR, KING OF THE ALIEN SHI'AR EMPIRE, FURIOUSLY SEARCHING FOR HIS DEFIANT SON.

HOUNDED

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I COME FROM THE **FUTURE**.
A FUTURE WHERE MUTANTS
WERE HUNTED, ALMOST TO
EXTINCTION.

WHERE **I** WAS
THE ONE FORCED TO
DO THE HUNTING.



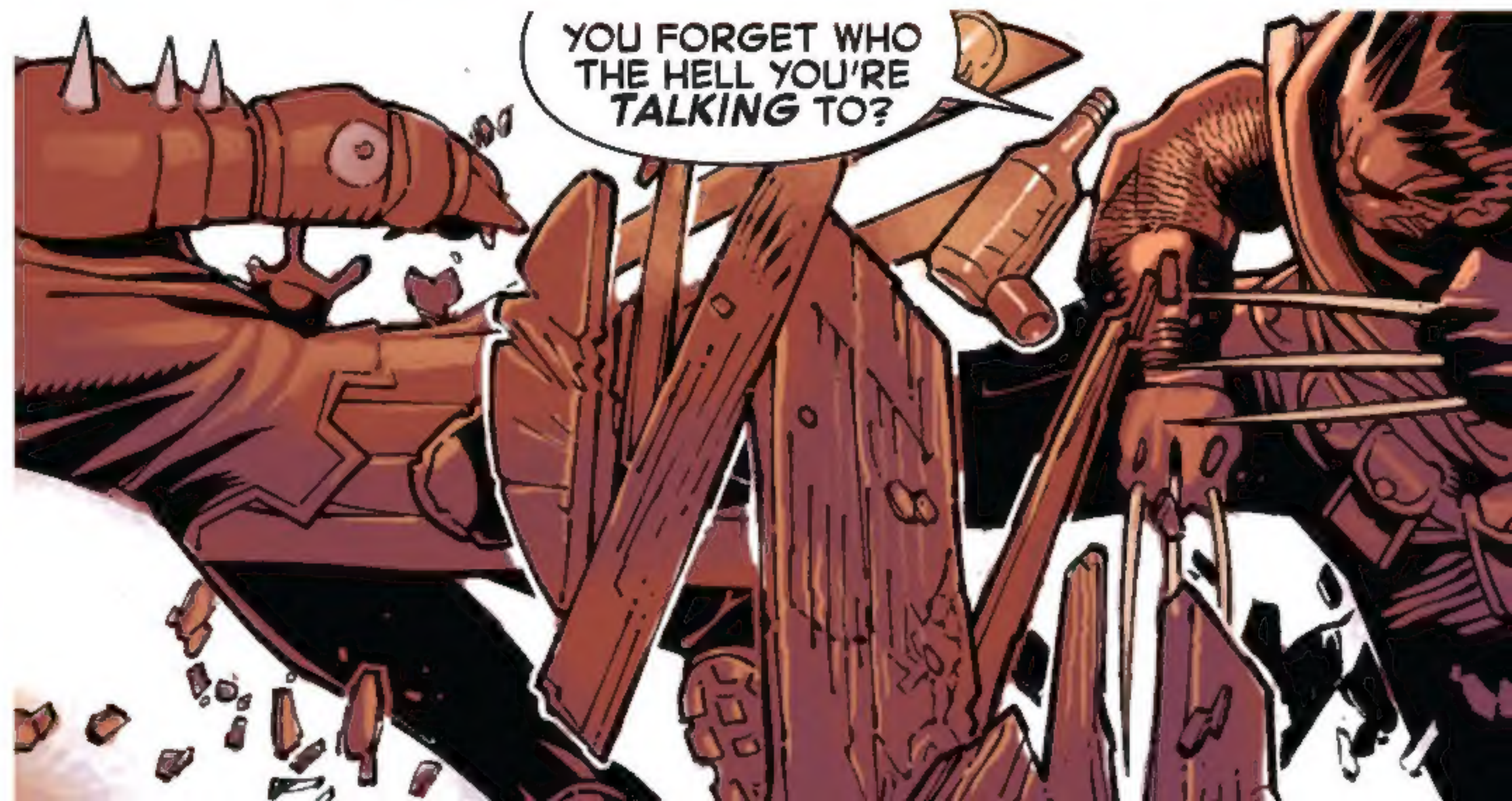
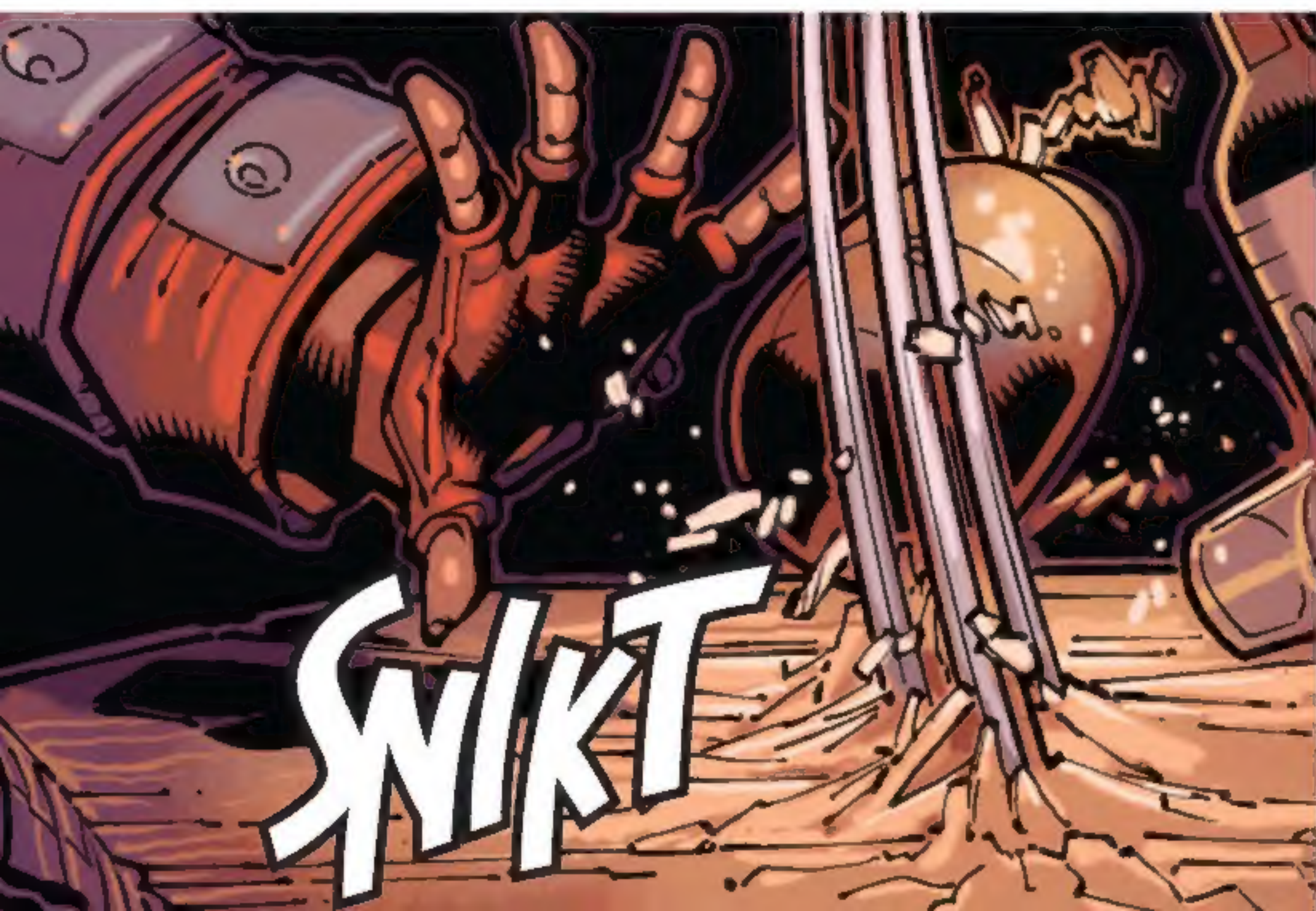
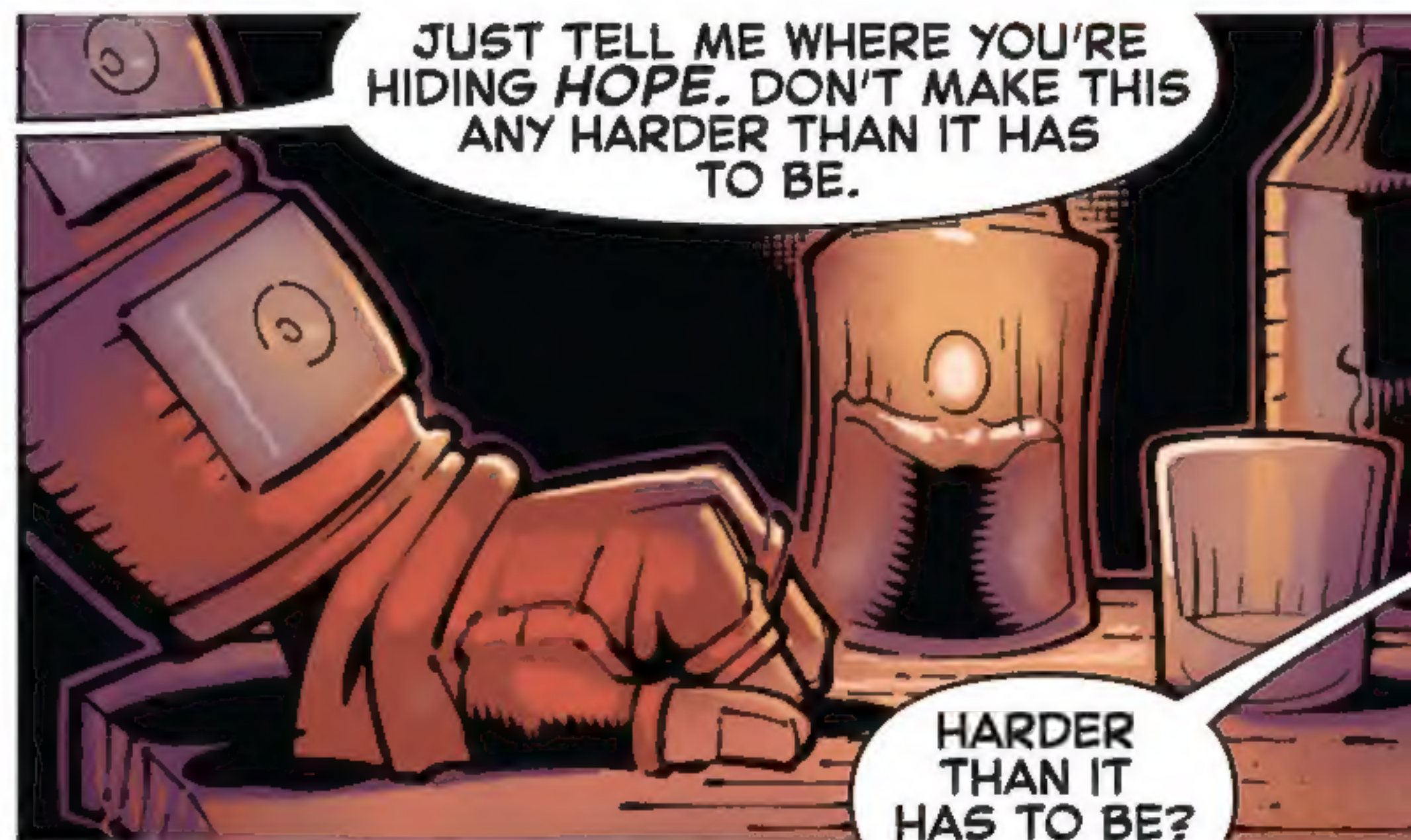
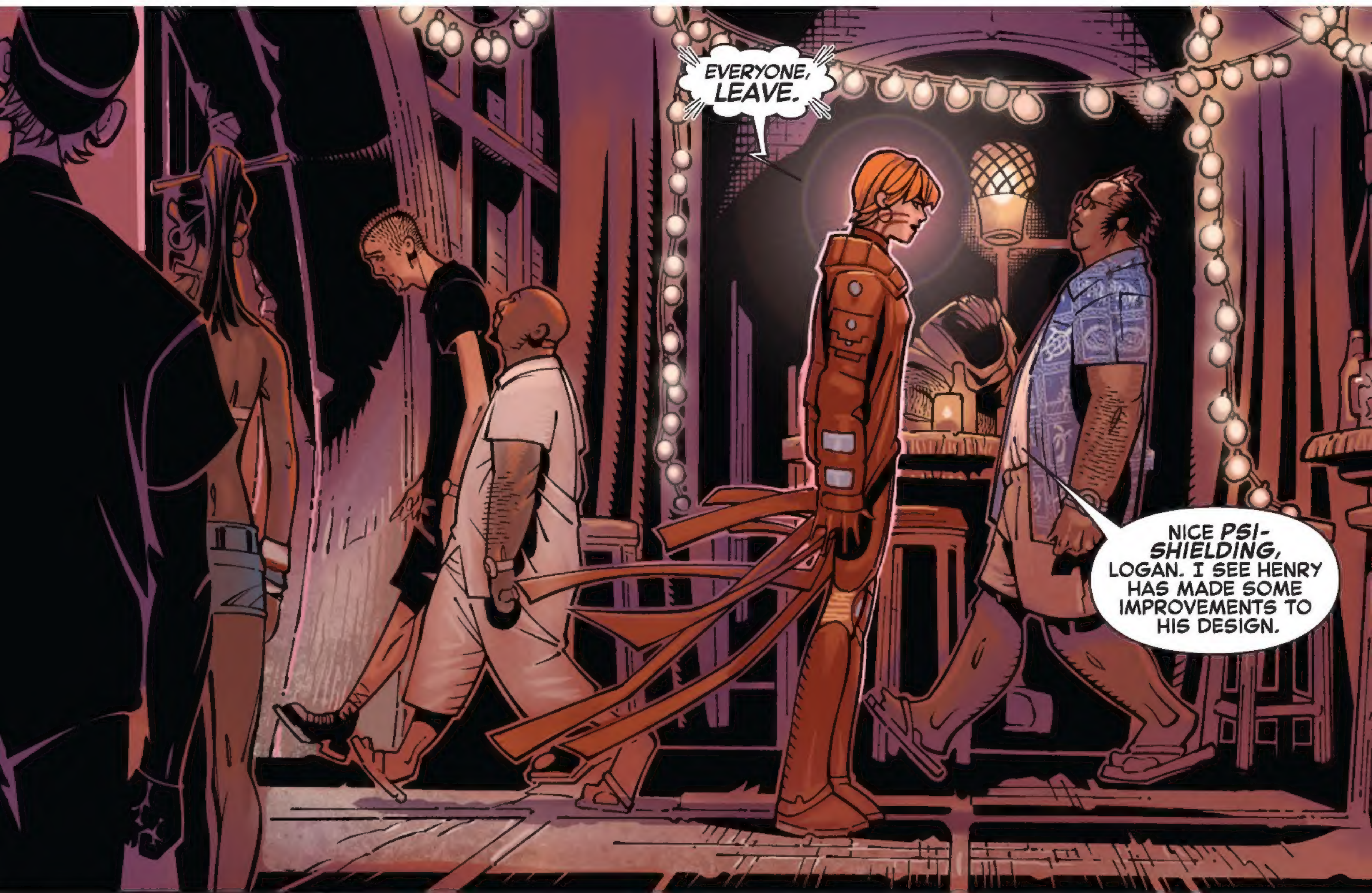
SINCE COMING TO THE X-MEN,
I'VE FOUGHT WITH EVERY FIBER
OF MY BEING TO KEEP THAT
FUTURE FROM EVER COMING TRUE.

BUT I NEVER IMAGINED THAT
TO FINALLY GIVE MUTANTS THE
PERFECT WORLD WE'VE
ALWAYS LONGED FOR...



I'D ONCE AGAIN
HAVE TO BE THE
HUNTER.

**INDONESIA.
CHAPARANGA
BEACH. THE
SPACESHIP
GRAVEYARD.**





THEY'RE HERE.
I CAN SMELL THEM.
MOVE IN.

BUT RACHEL
WANTED MORE
TIME TO TRY AND
TALK TO HIM.

TIME'S UP. NO
MORE TALKING. NO
MORE AVENGERS.
TAKE THEM DOWN.

YES!
AT LAST!



YOU SHOULDN'T EVEN
BE HERE, KID. WE
SHOULDN'T BE...

OH,
GOD.



X-MEN
ATTACK.

YOU'VE LOST YOUR
WAY IN THIS FIGHT, LOGAN.
YOU'RE LETTING YOUR
PERSONAL RESENTMENT
OF CYCLOPS CLOUD
YOUR JUDGMENT.



THE PHOENIX IS HERE TO *SAVE* US.
TO MAKE CERTAIN THE FUTURE I CAME
FROM NEVER COMES TO BE. WHY WOULD YOU
WANT TO STAND IN THE WAY OF TRUE UTOPIA?



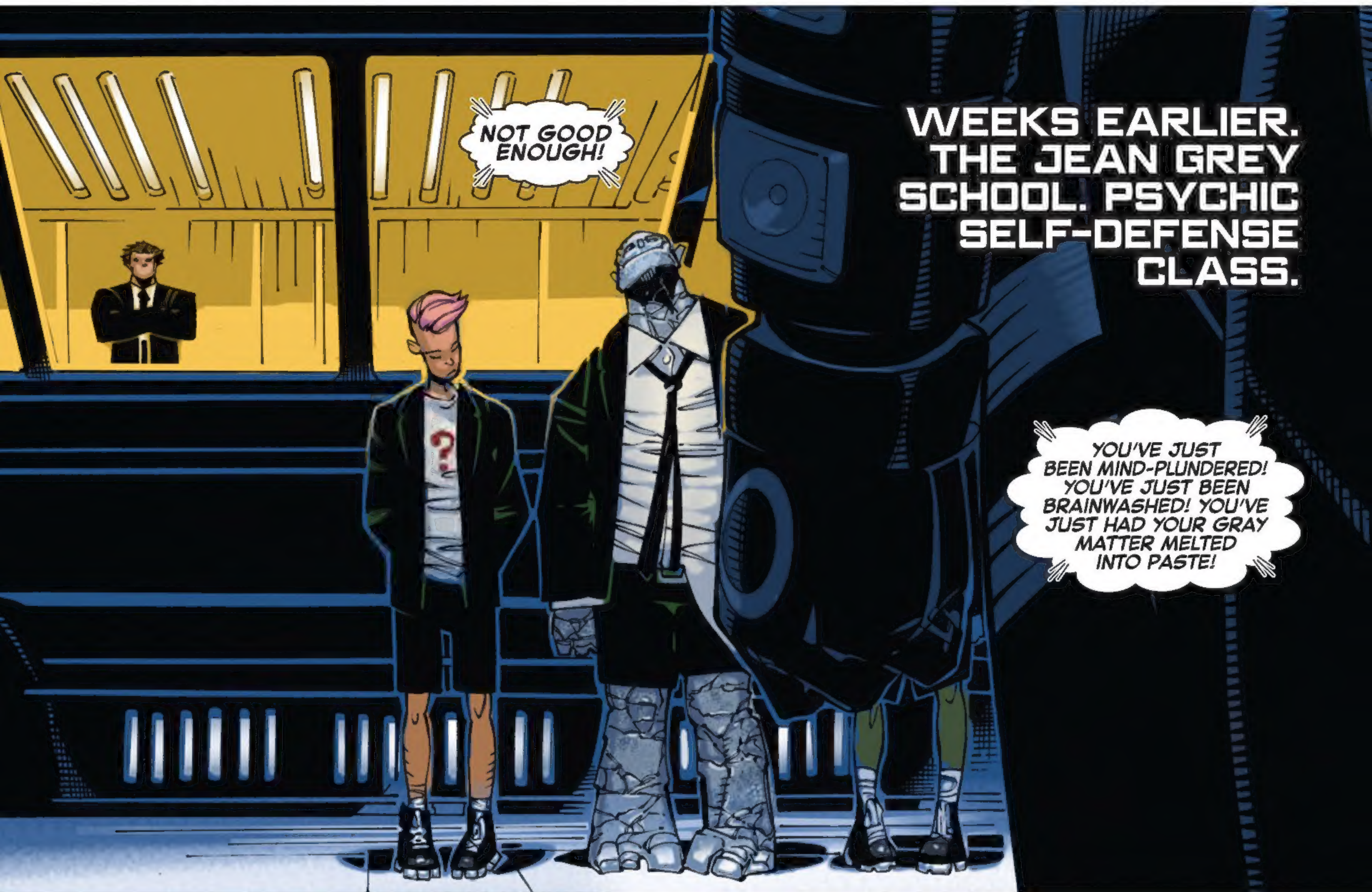
THE PHOENIX
AIN'T ON OUR SIDE,
DARLIN'. IT'S ON ITS
OWN. AND YOU'RE
THE ONE WHO'S LOST
THEIR DAMNED WAY.



I'M JUST
GLAD YOUR
MOMMA AIN'T
HERE TO SEE
THIS.

AVENGERS
ASSEMBLE.

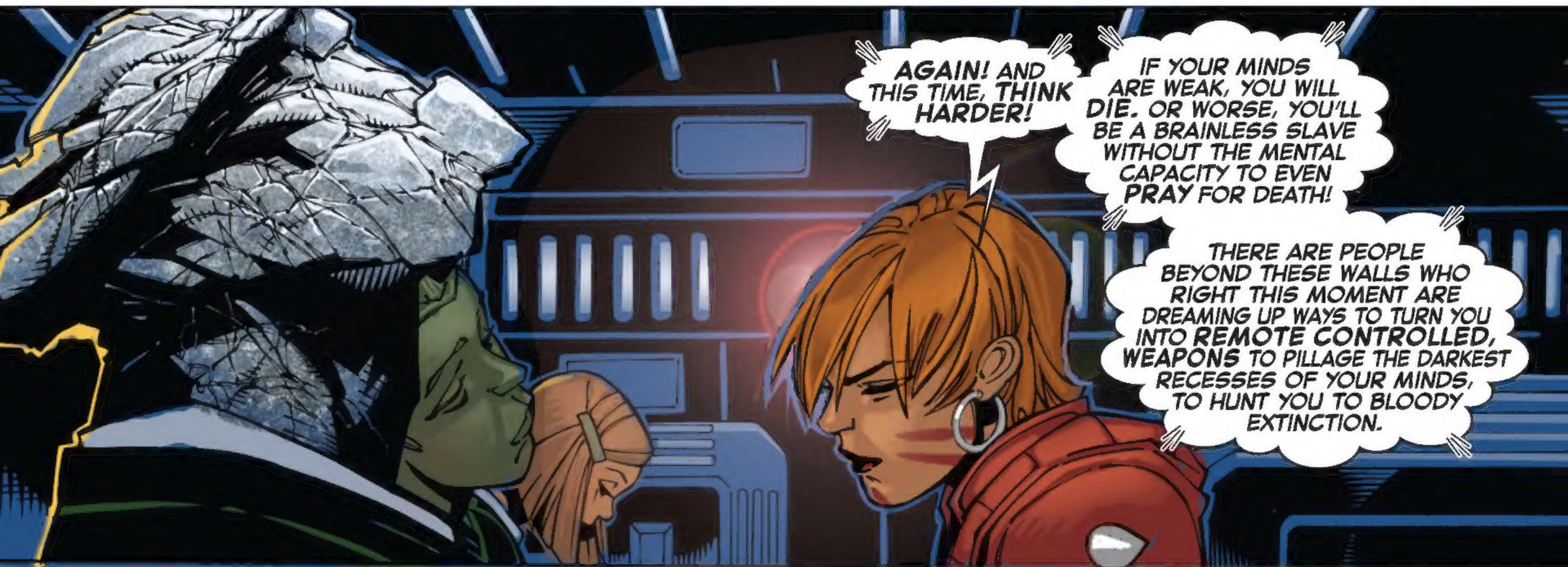




NOT GOOD ENOUGH!

WEEKS EARLIER.
THE JEAN GREY
SCHOOL. PSYCHIC
SELF-DEFENSE
CLASS.

YOU'VE JUST
BEEN MIND-PLUNDERED!
YOU'VE JUST BEEN
BRAINWASHED! YOU'VE
JUST HAD YOUR GRAY
MATTER MELTED
INTO PASTE!



AGAIN! AND
THIS TIME, THINK
HARDER!

IF YOUR MINDS
ARE WEAK, YOU WILL
DIE. OR WORSE, YOU'LL
BE A BRAINLESS SLAVE
WITHOUT THE MENTAL
CAPACITY TO EVEN
PRAY FOR DEATH!

THERE ARE PEOPLE
BEYOND THESE WALLS WHO
RIGHT THIS MOMENT ARE
DREAMING UP WAYS TO TURN YOU
INTO REMOTE CONTROLLED,
WEAPONS TO PILLAGE THE DARKEST
RECESSES OF YOUR MINDS,
TO HUNT YOU TO BLOODY
EXTINCTION.

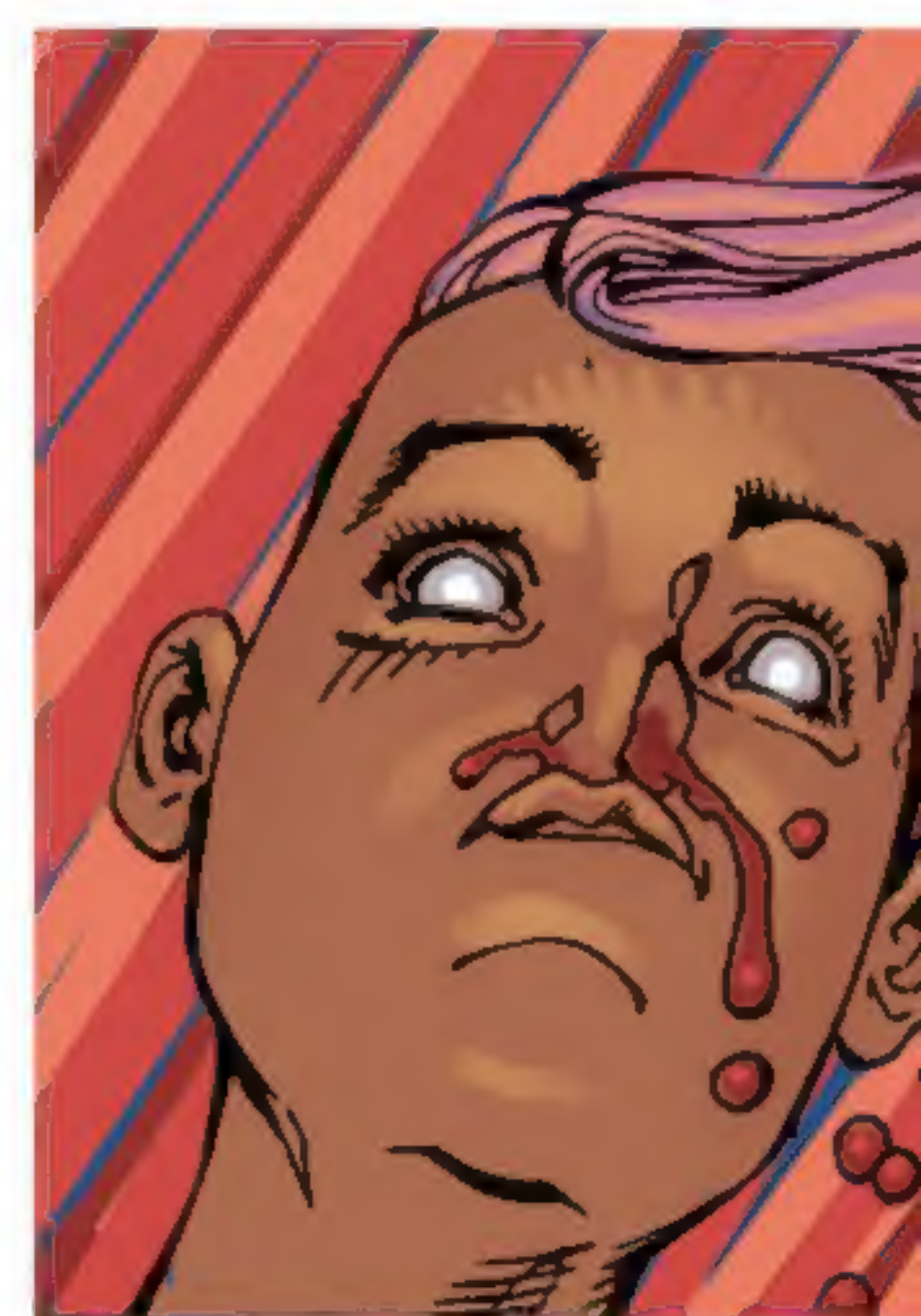
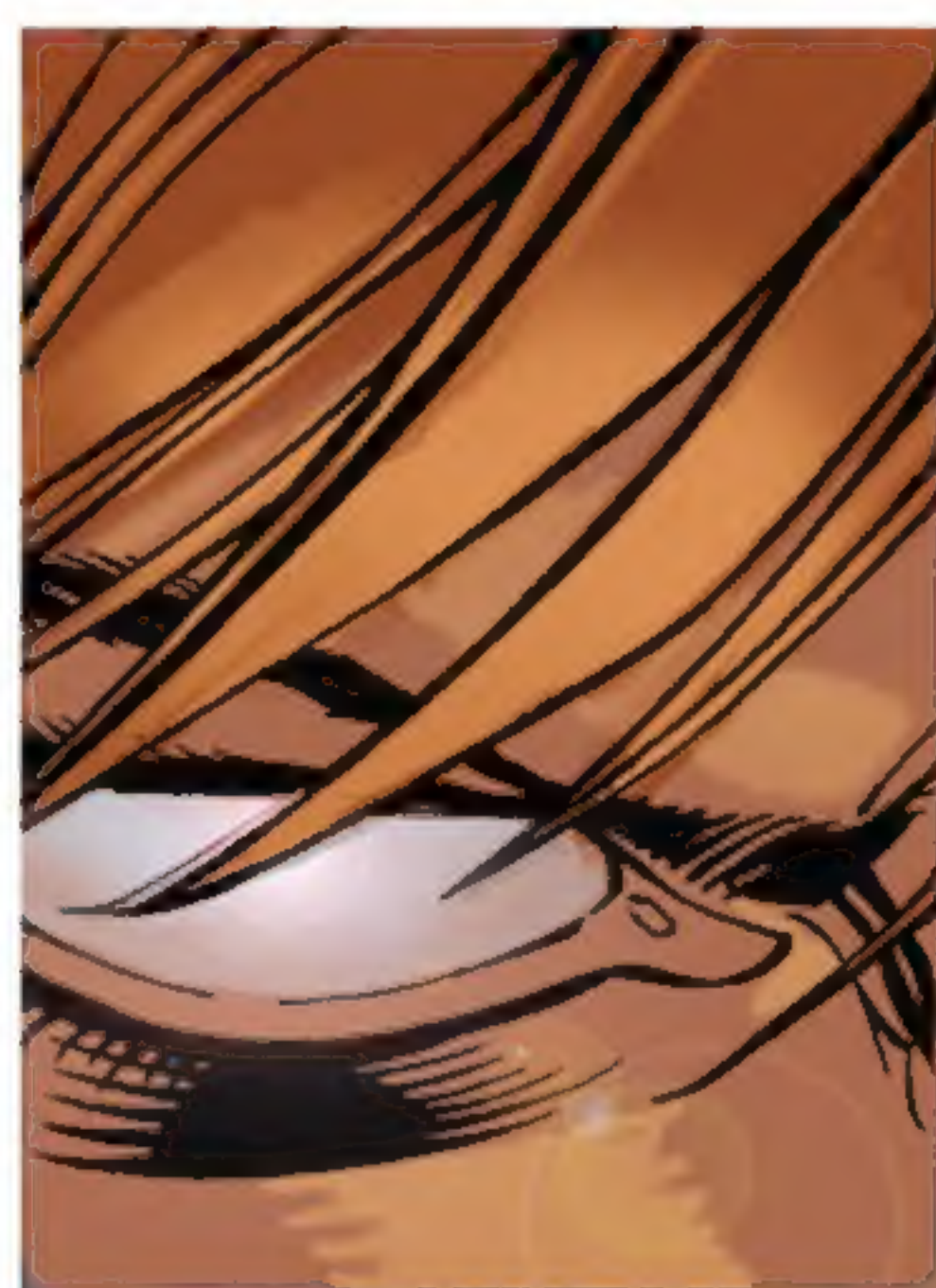


"HUNT TO
EXTINCTION."
HEH.



INTERESTING
CHOICE OF WORDS,
PROFESSOR.

I CAN SNEAK A
PEEK INTO YOUR MIND
TOO, YOU KNOW? WHAT
DO YOU THINK I SEE
THERE...



CLASS
DISMISSED.

I NEVER
FIGURED YOU
FOR THE
OVERBEARING
DRILL INSTRUCTOR
TYPE. THINK
MAYBE
YOU'RE--



NO, I DON'T THINK I'M
PUSHING THEM TOO HARD.
AND **YES**, I REMEMBER THAT
THEY'RE ONLY KIDS. BUT IT
GETS **CLOSER** EVERY DAY.

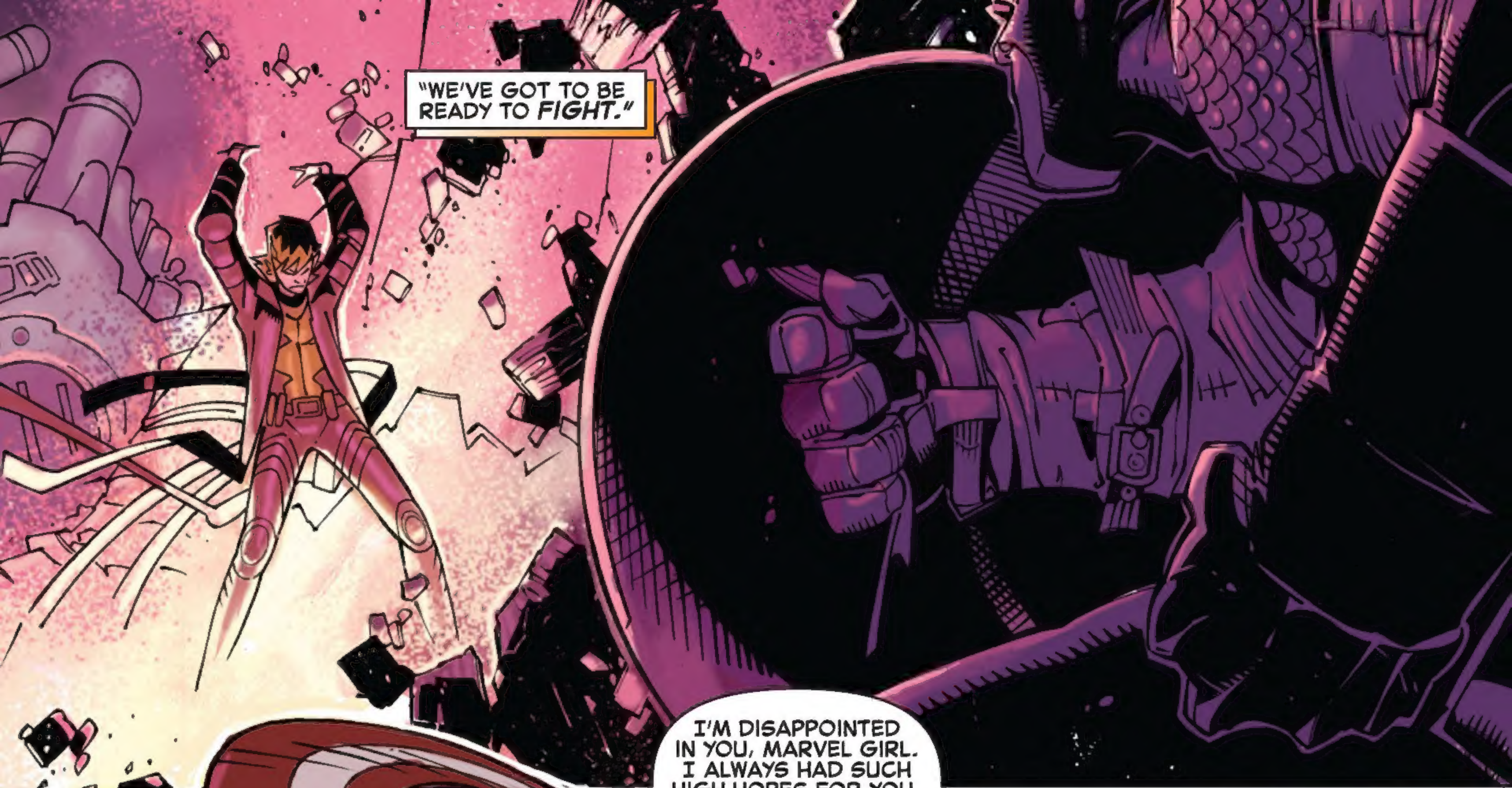


WHAT'S
THAT?

THE FUTURE.
THE ONE WHERE
WE ALL DIE. I
KNOW BECAUSE
I LIVED IT.



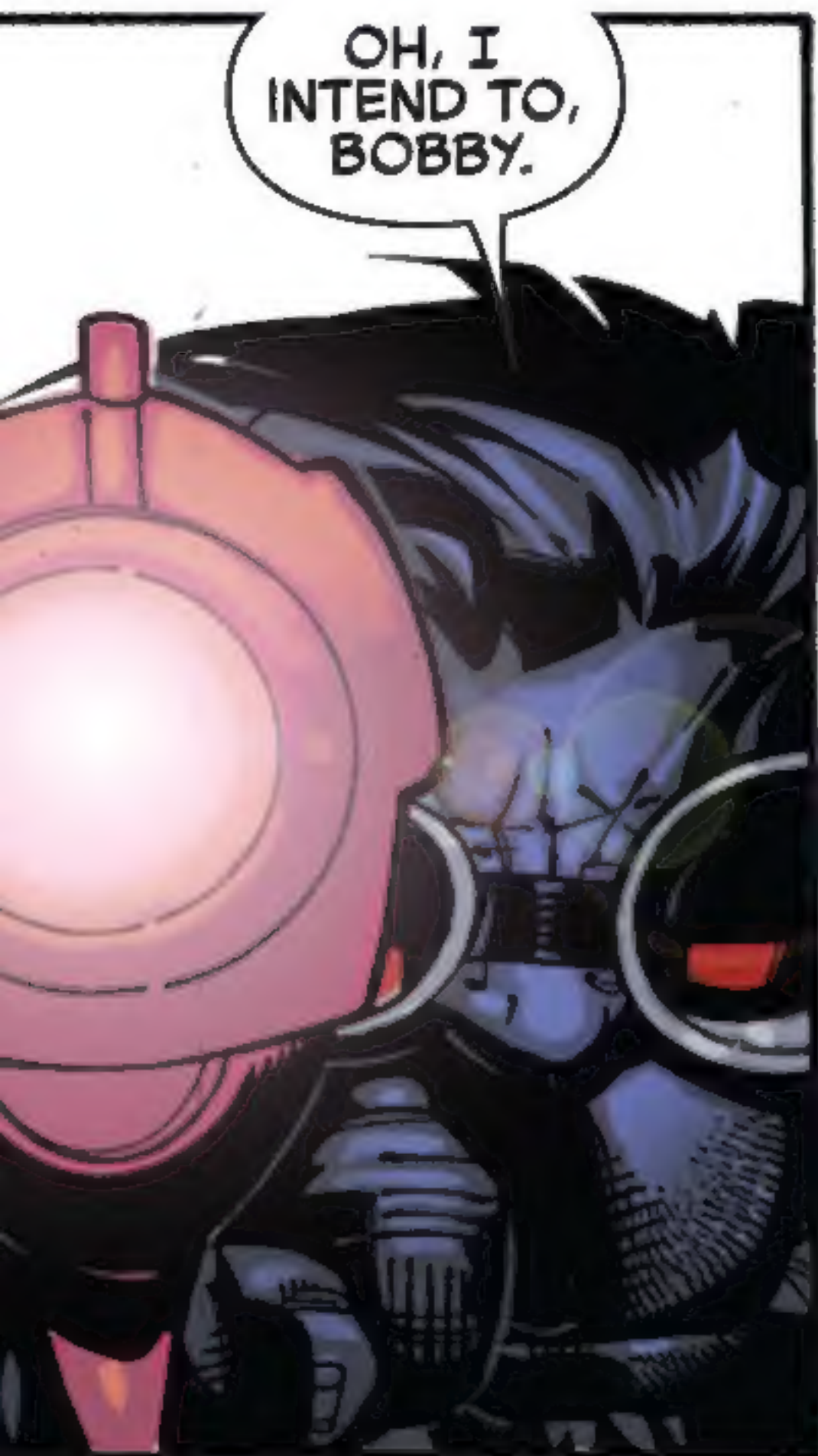
WE'RE NOT
DOING THESE KIDS
ANY FAVORS BY
CODDLING THEM. THE
FUTURE IS COMING
TO KILL US ALL.





HENRY...YOU'RE
ONE OF MY OLDEST
FRIENDS IN THE WORLD.
I'M NOT GOING TO
FIGHT YOU.

LET'S TALK
ABOUT THIS. LET'S
YOU AND ME FIGURE
OUT A WAY TO END
THIS MADNESS.



OH, I
INTEND TO,
BOBBY.



UMM...



GAAHH!

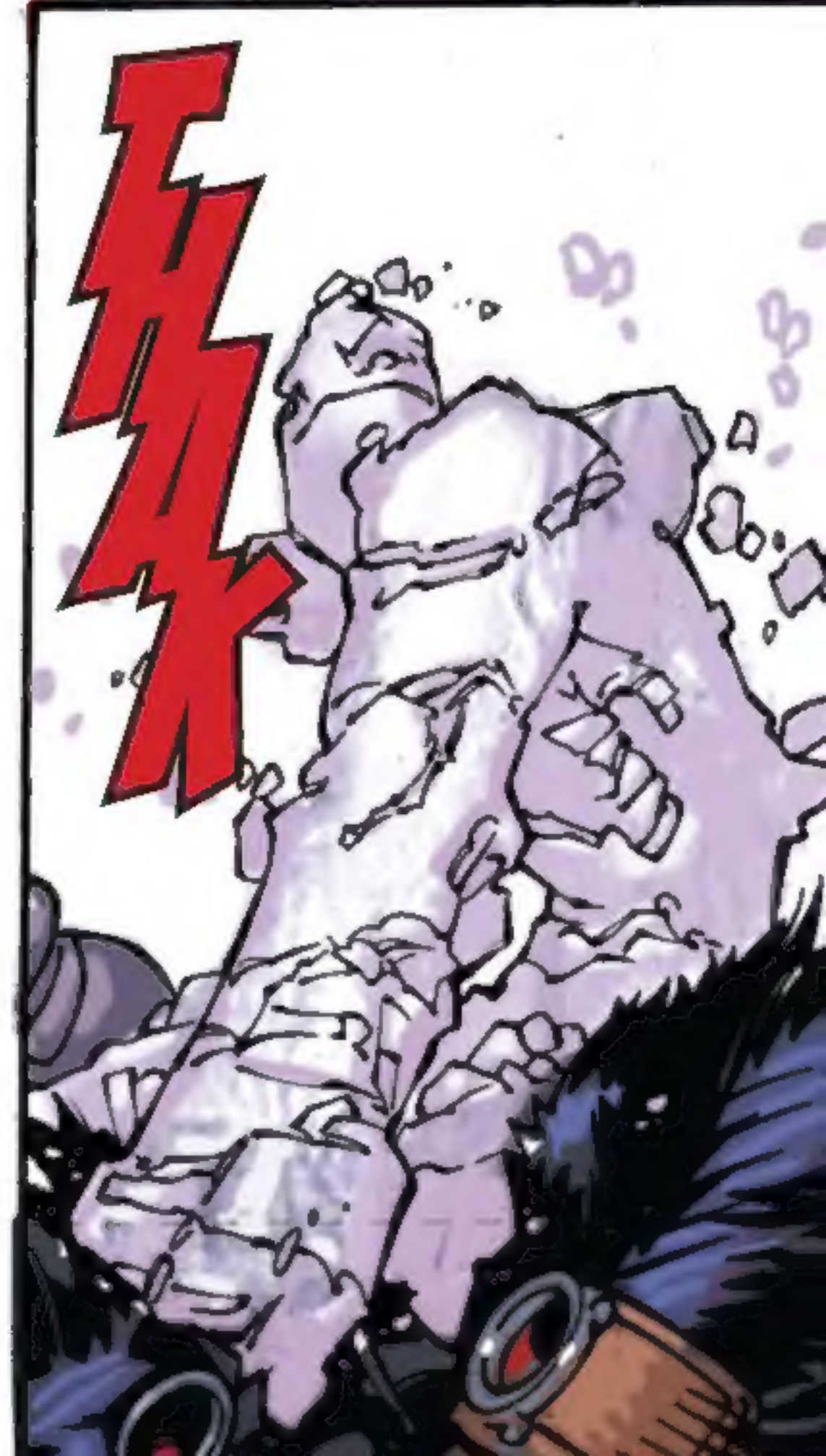
HANK!

ONE MORNING SOON
YOU'RE GOING TO
COME TO YOUR ICY
LITTLE SENSES
ABOUT JUST WHAT
SORT OF A ONE-
EYED MADMAN
YOU'RE SO FOOLISHLY
FOLLOWING. ON THAT
DAY, I PROMISE TO
APOLOGIZE FOR
SHOOTING HOLES
IN YOUR FACE. UNTIL
THEN, I'M AFRAID
YOU'RE FAIR GAME,
MY FRIEND.

FAIR ENOUGH,
FURBALL. LOOKS
TO ME LIKE
YOU'VE GOT
SOME ICE IN
YOUR FUR.



WHAT? OH
DEAR, YOU
WOULDN'T...





LAY DOWN
YOUR ARMS,
GODLING! OR
BURN IN THE
FIRE OF THE
PHOENIX!

THE SON OF ODIN
SURRENDERS TO
NO MAN! ESPECIALLY
NOT ONE DRESSED
SUCH AS THEE!



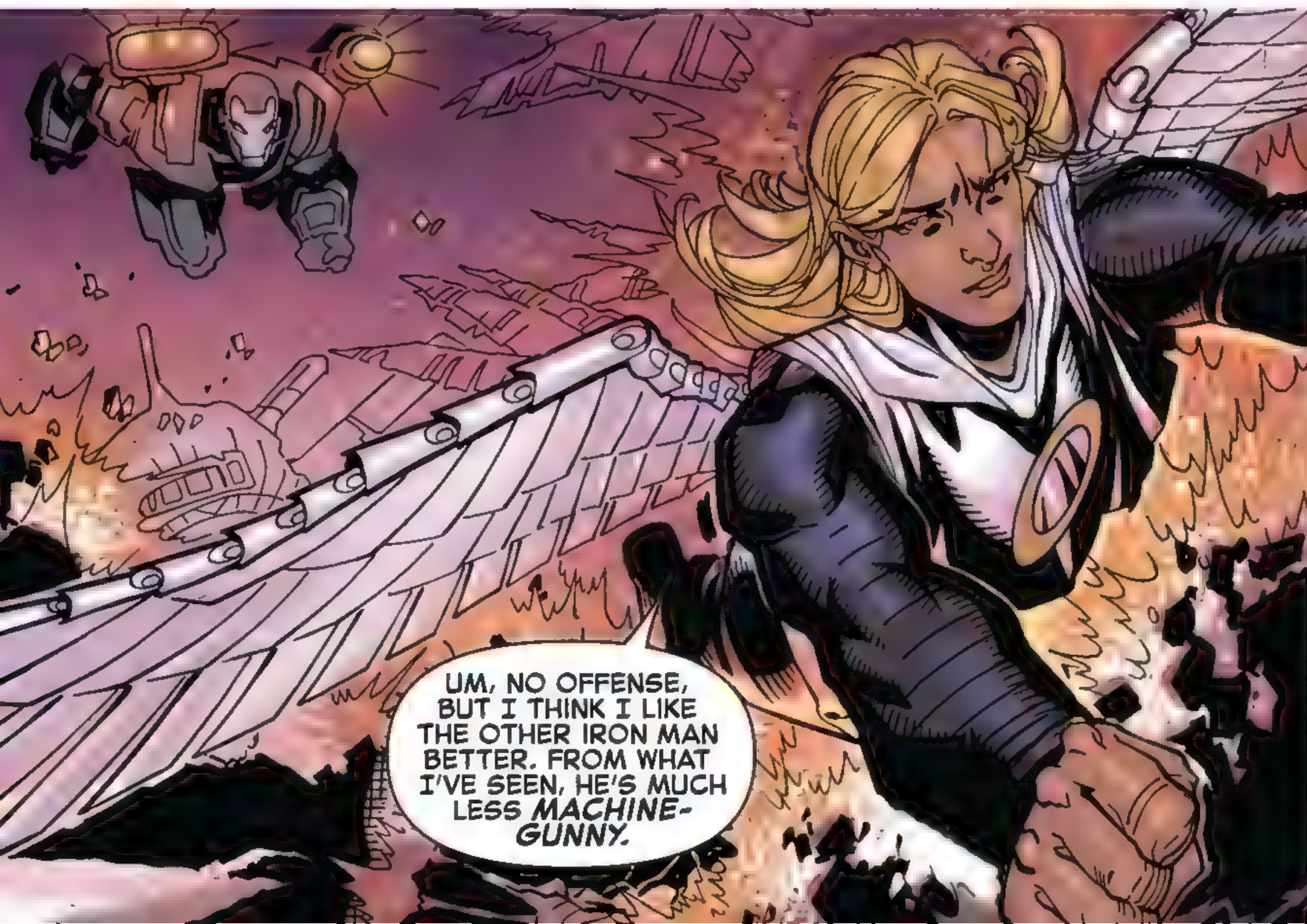
THUD

ARE YOU FLIRTING
WITH ME OR IS THIS
SERIOUSLY HOW YOU
FIGHT? EITHER WAY,
I LIKE THE WAY
IT TICKLES.



STOP
MAKING
ME FEEL
CREEPY!

THUD



UM, NO OFFENSE,
BUT I THINK I LIKE
THE OTHER IRON MAN
BETTER. FROM WHAT
I'VE SEEN, HE'S MUCH
LESS MACHINE-
GUNNY.



ALMOST
GOT IT.

I CAN
FEEL IT
WIGGLING.



NO MATTER WHAT HAPPENS, WE CAN'T LOSE *HOPE*. SHE'S THE KEY TO DEFEATING THE PHOENIX FIVE. EVERYONE ELSE IS *EXPENDABLE* COMPARED TO HER.

QUICKSILVER! GET HER OUT OF HERE!

IT SHALL BE DONE, CAPTAIN.



SO YOU'RE SUPPOSED TO BE THE SUPER-FAST GUY, HUH?

WHAT? HOW...? WHO ARE YOU?



SOMEONE WHO'S NOT IMPRESSED.

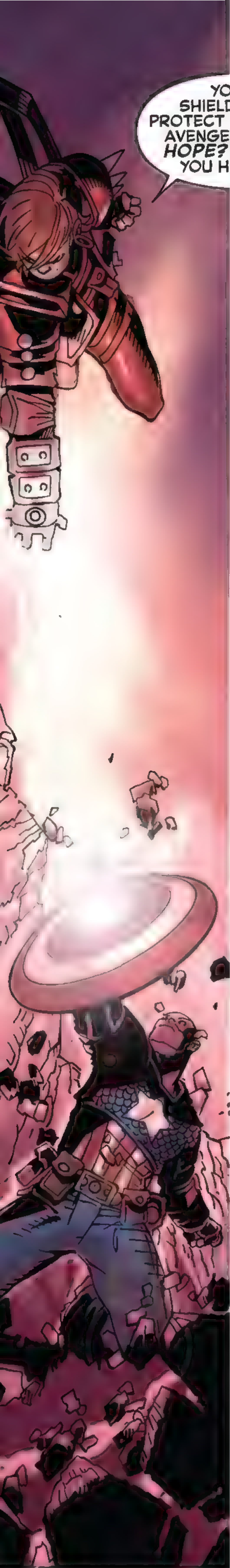


AREN'T THERE ANY AVENGERS HERE WHO ARE ACTUALLY WORTH MY TIME?!



AH WELL.

I SUPPOSE YOU'LL HAVE TO DO.



YOUR PSI-SHIELDING CAN'T PROTECT YOU FOREVER, AVENGERS. WHERE'S HOPE? WHERE HAVE YOU HIDDEN HER?

SHE IS SAFE.

IRON-



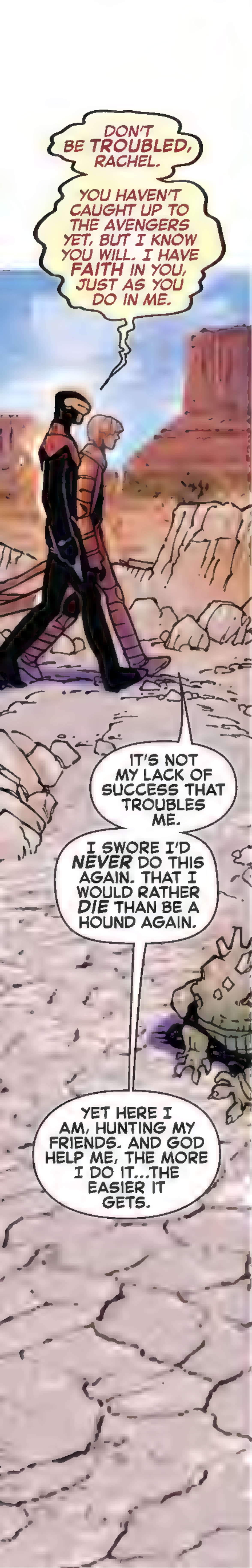
AAARGH!



AND THAT IS WHERE SHE SHALL STAY, SO LONG AS THE GOD OF THUNDER YET DRAWS BREATH.

ON YOUR FEET THEN, MIND WITCH. THOR WOULD HAVE WORDS WITH THEE.

DAYS EARLIER.



DON'T
BE TROUBLED,
RACHEL.

YOU HAVEN'T
CAUGHT UP TO
THE AVENGERS
YET, BUT I KNOW
YOU WILL. I HAVE
FAITH IN YOU,
JUST AS YOU
DO IN ME.

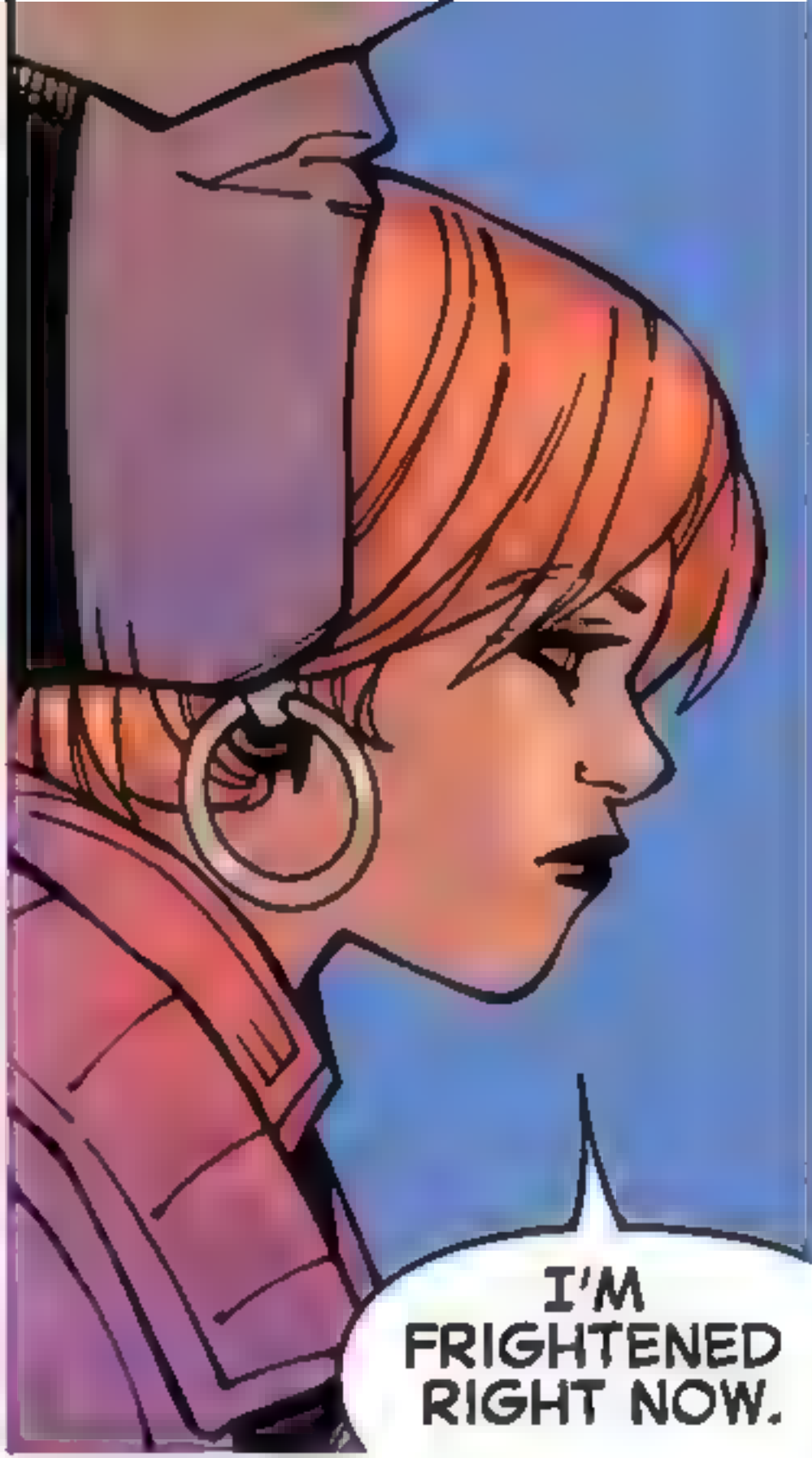
IT'S NOT
MY LACK OF
SUCCESS THAT
TROUBLES
ME.

I SWORE I'D
NEVER DO THIS
AGAIN. THAT I
WOULD RATHER
DIE THAN BE A
HOUND AGAIN.

YET HERE I
AM, HUNTING MY
FRIENDS. AND GOD
HELP ME, THE MORE
I DO IT...THE
EASIER IT
GETS.



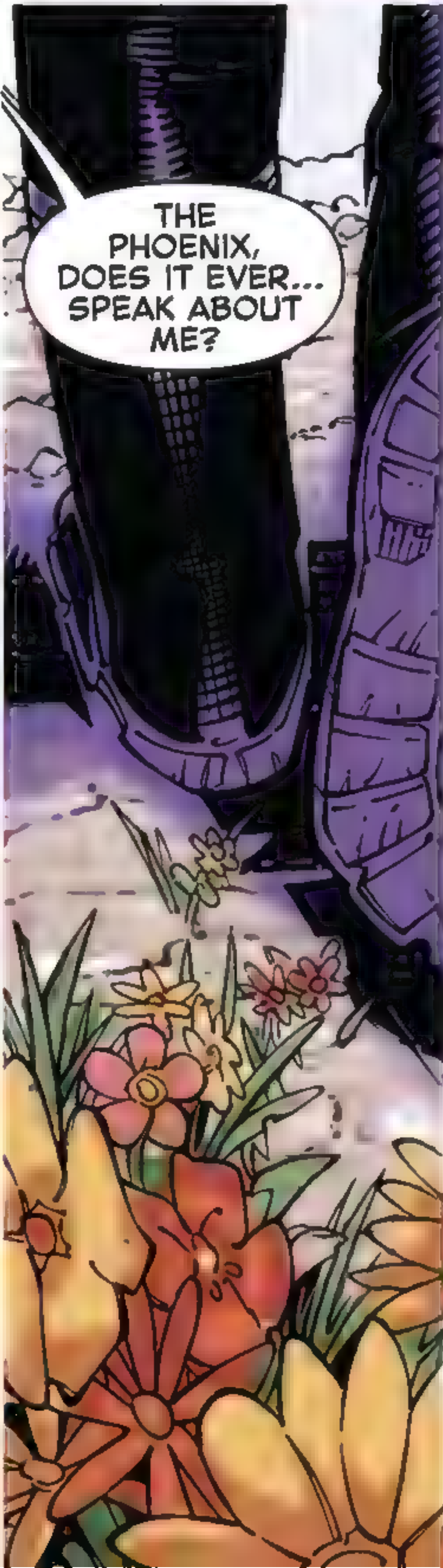
WE'RE MAKING
A PERFECT WORLD
HERE, RACHEL.
THE PLACE WE
MUTANTS HAVE
ALWAYS DREAMED
OF. ALWAYS
DESERVED. ONCE
WE PHOENIX ARE
FINISHED, MUTANTS
NEED NEVER BE
FRIGHTENED
AGAIN.



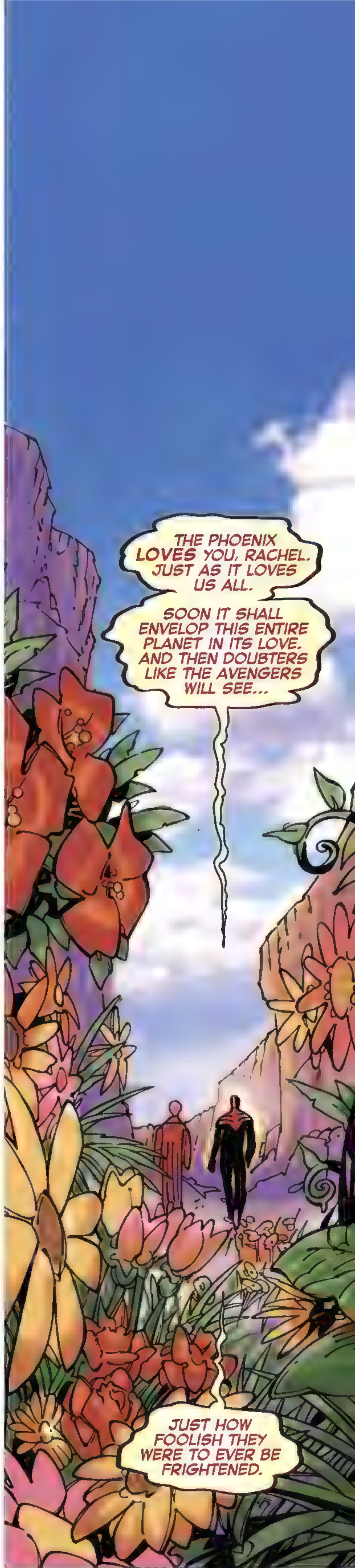
I'M
FRIGHTENED
RIGHT NOW.

EVEN THOUGH WE COME
FROM DIFFERENT TIMES,
YOU ARE STILL MY
DAUGHTER. YOUR PAIN IS
MY PAIN. BUT IF MUTANTS
WOULD HAVE UTOPIA,
THERE MUST BE SACRIFICE.
PERFECTION DOES NOT
COME WITHOUT A
PRICE.

ALL WILL BE RIGHT
SOON ENOUGH, YOU'LL
SEE. UNTIL THEN, WE
CANNOT AFFORD
DISTRACTIONS. THE
AVENGERS MUST BE
CONTAINED. AND HOPE
MUST BE RETURNED.
AND YOU, RACHEL,
MUST CONTINUE
TO HUNT.



THE
PHOENIX,
DOES IT EVER...
SPEAK ABOUT
ME?



THE PHOENIX
LOVES YOU, RACHEL.
JUST AS IT LOVES
US ALL.

SOON IT SHALL
ENVELOP THIS ENTIRE
PLANET IN ITS LOVE.
AND THEN DOUBTERS
LIKE THE AVENGERS
WILL SEE...

JUST HOW
FOOLISH THEY
WERE TO EVER BE
FRIGHTENED.



DO IT!

MAKE WITH
THE SNIKT! I
COMMAND
YOU!

IT'S NO FUN
IF YOU WON'T
POP YOUR
CLAWS!



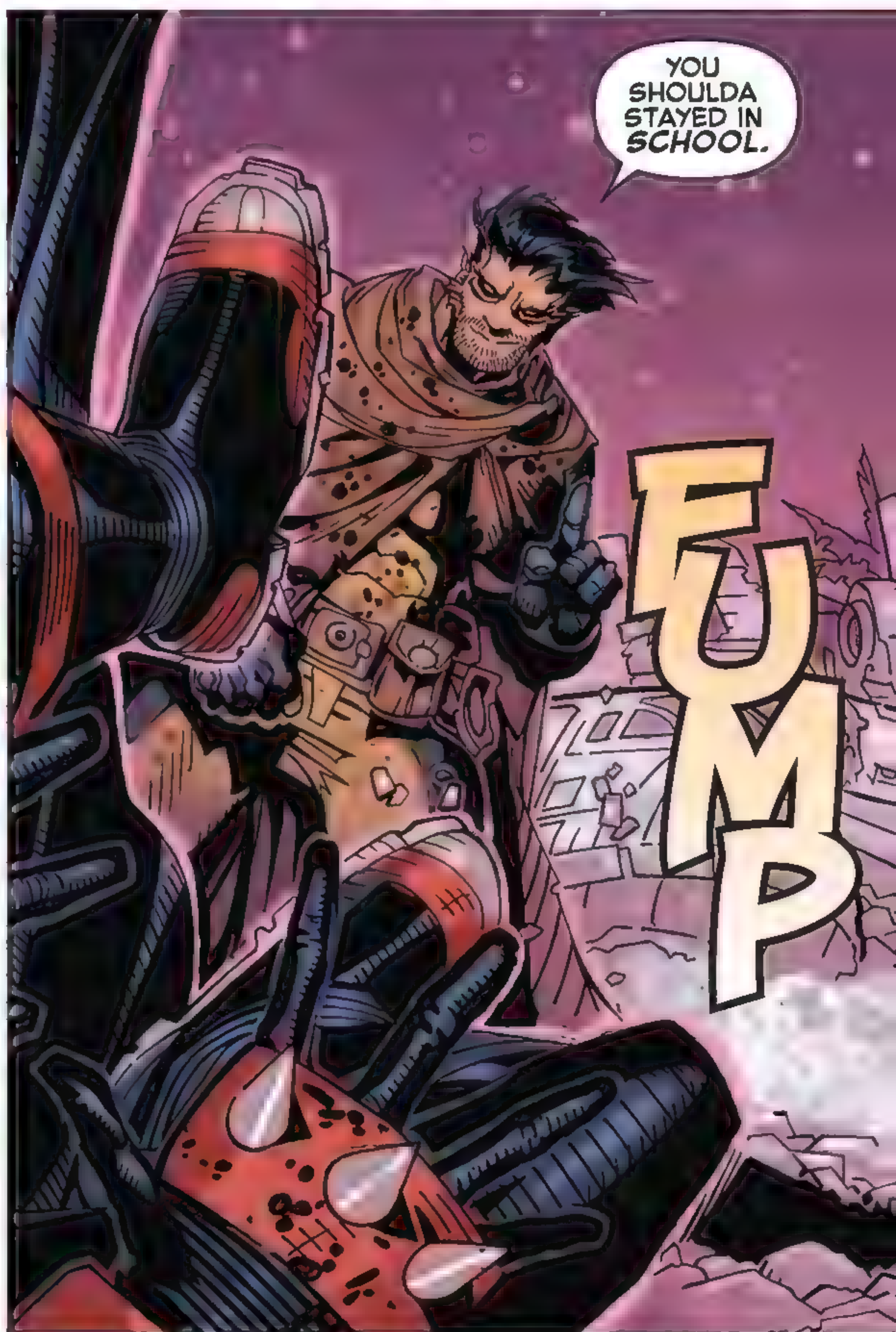
SEE, THAT'S
THE *THING*,
KID...



HUHK

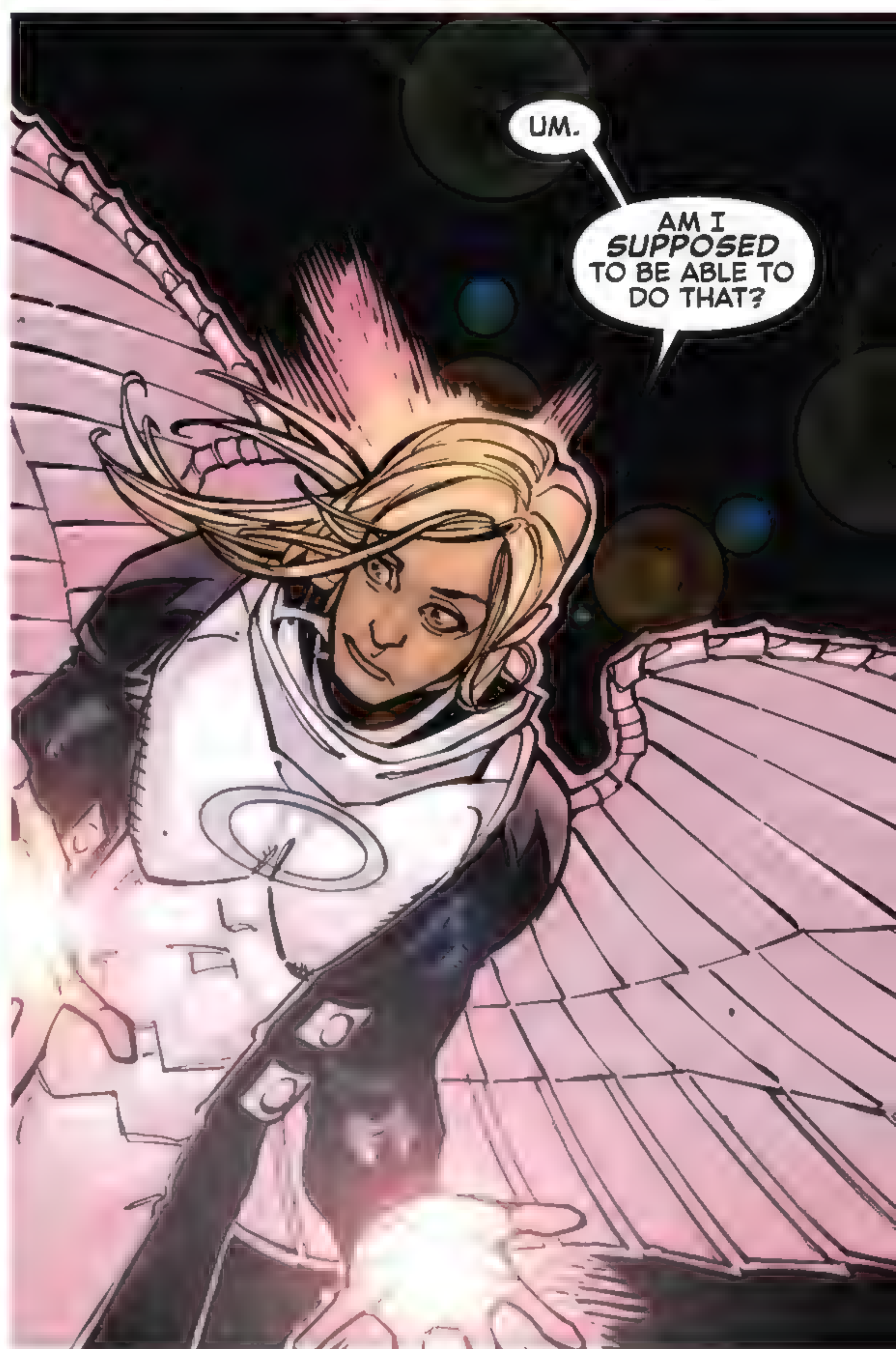
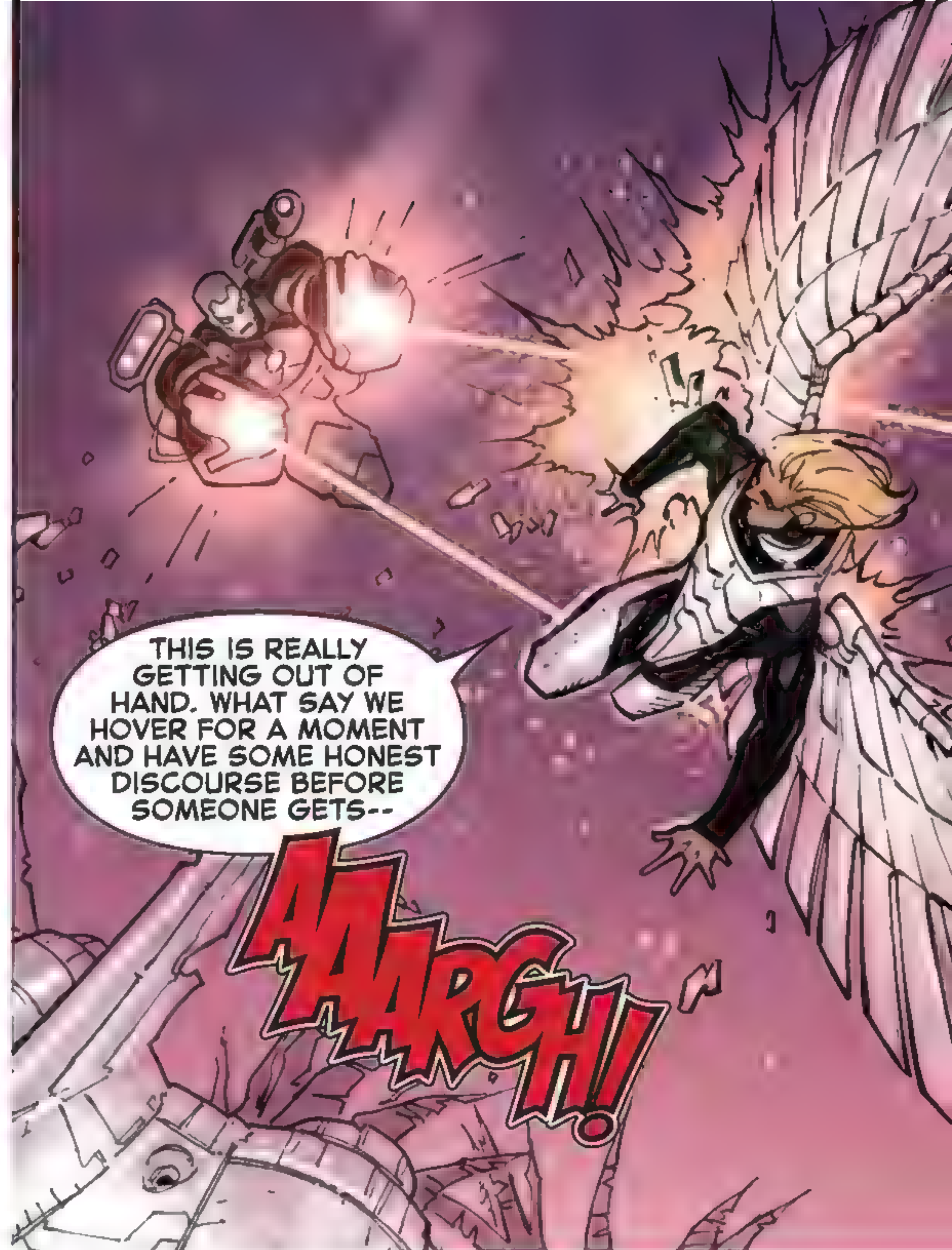
IT AIN'T SUPPOSED TO BE
FUN. GUESS YOUR DADDY
NEVER TAUGHT YOU
THAT.

ME, I'VE STUDIED
HOW TO KILL PRETTY
MUCH *EVERYTHING* THAT
WALKS, FLIES OR SLITHERS
IN THIS BIG OLE' UNIVERSE.
INCLUDING *STRONTIANS*, LIKE
YOU. I KNOW YOUR STRENGTHS.
AND I KNOW YOUR PRESSURE
POINTS. LIKE THIS ONE
HERE. GUESS WHAT I'M
TRYING TO SAY IS...



YOU
SHOULDA
STAYED IN
SCHOOL.

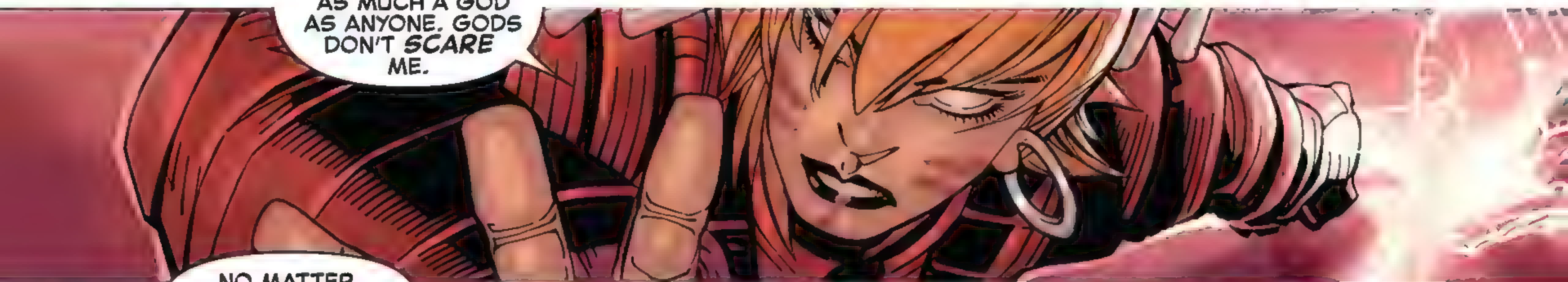
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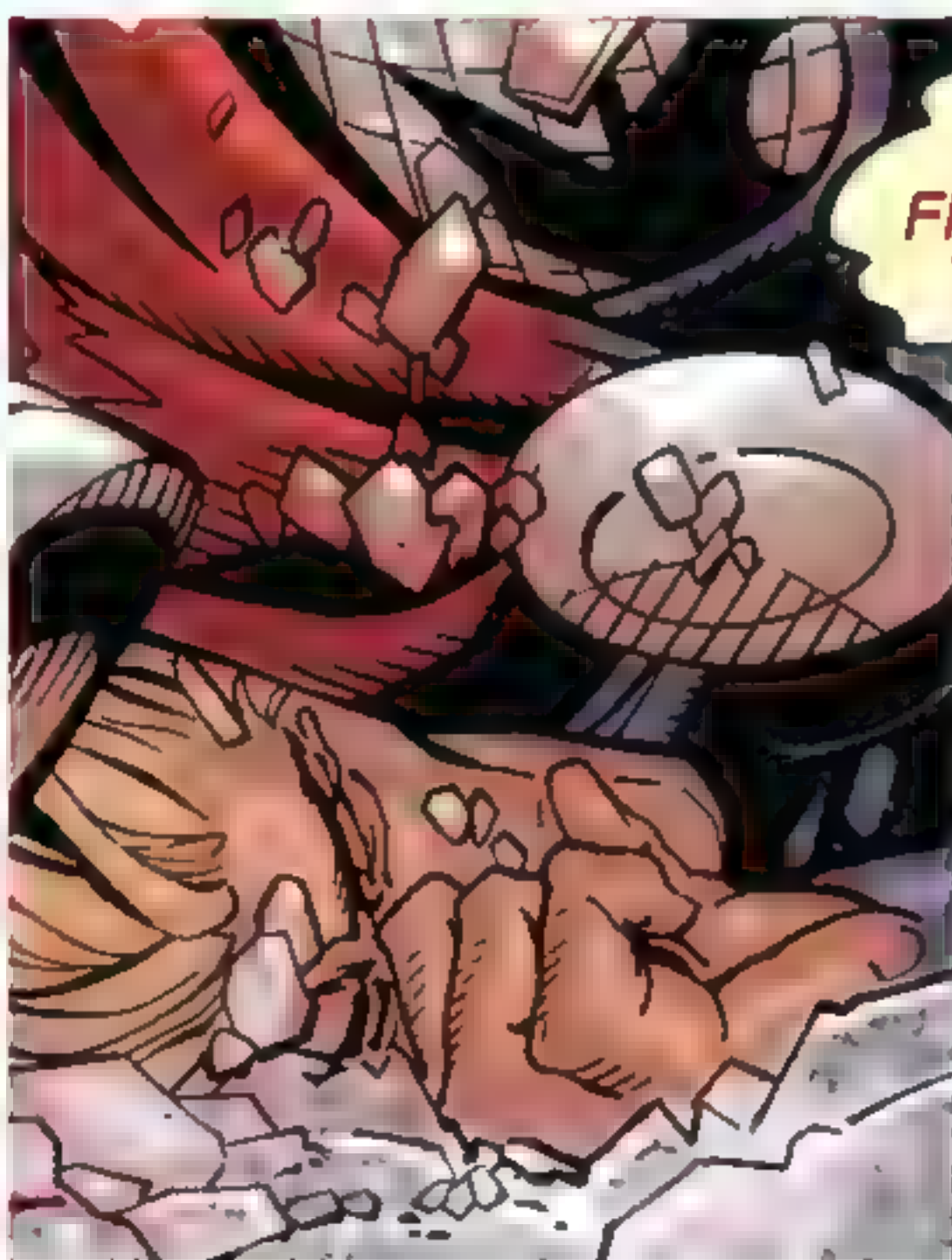
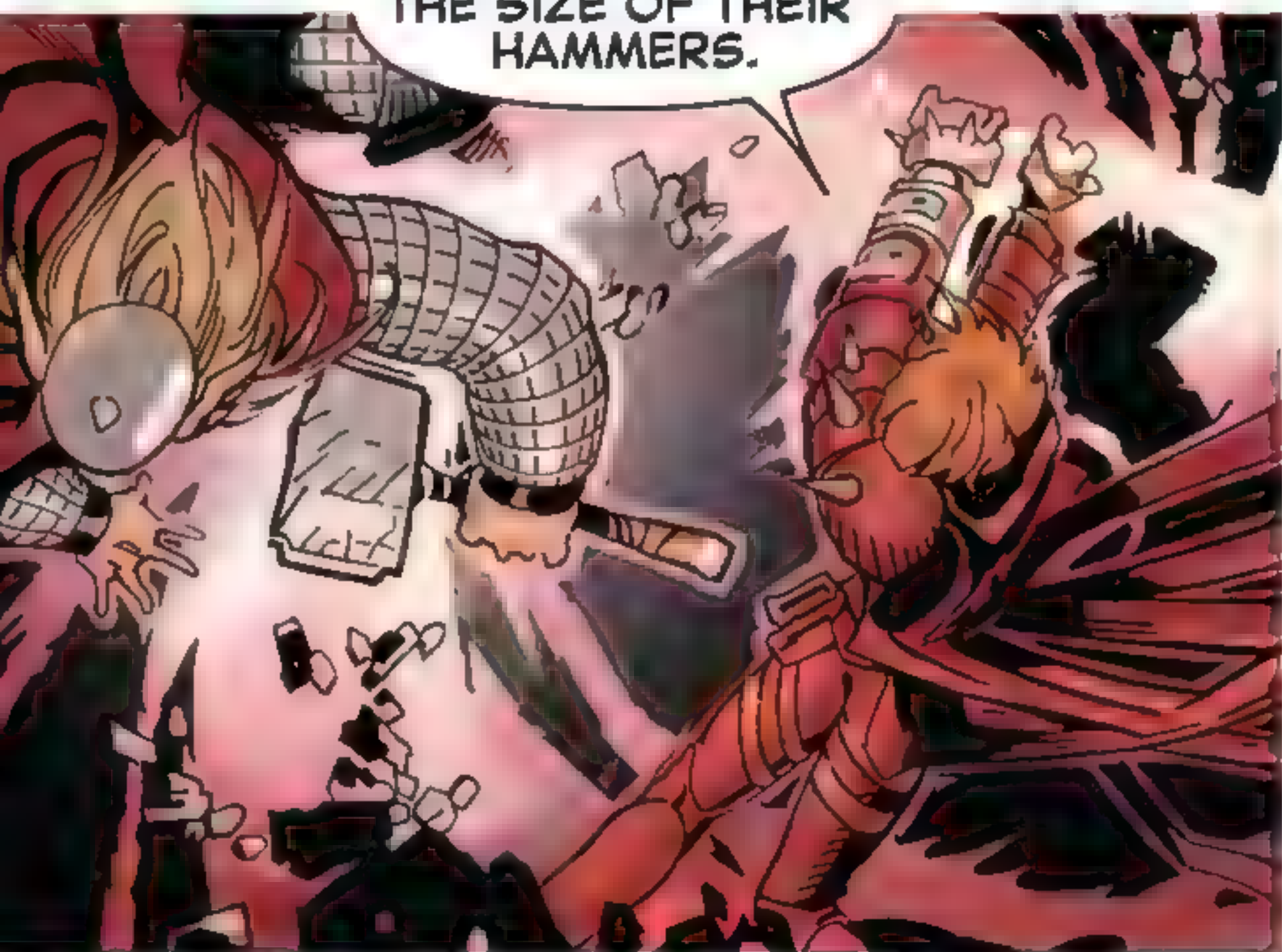


I CAN FEEL YOU TRYING TO INVADGE MY MIND. KNOW THAT TO DO SO WOULD SURELY KILL YOU OR DRIVE YOU MAD. THE MIND OF A GOD IS NO PLACE FOR A MORTAL.

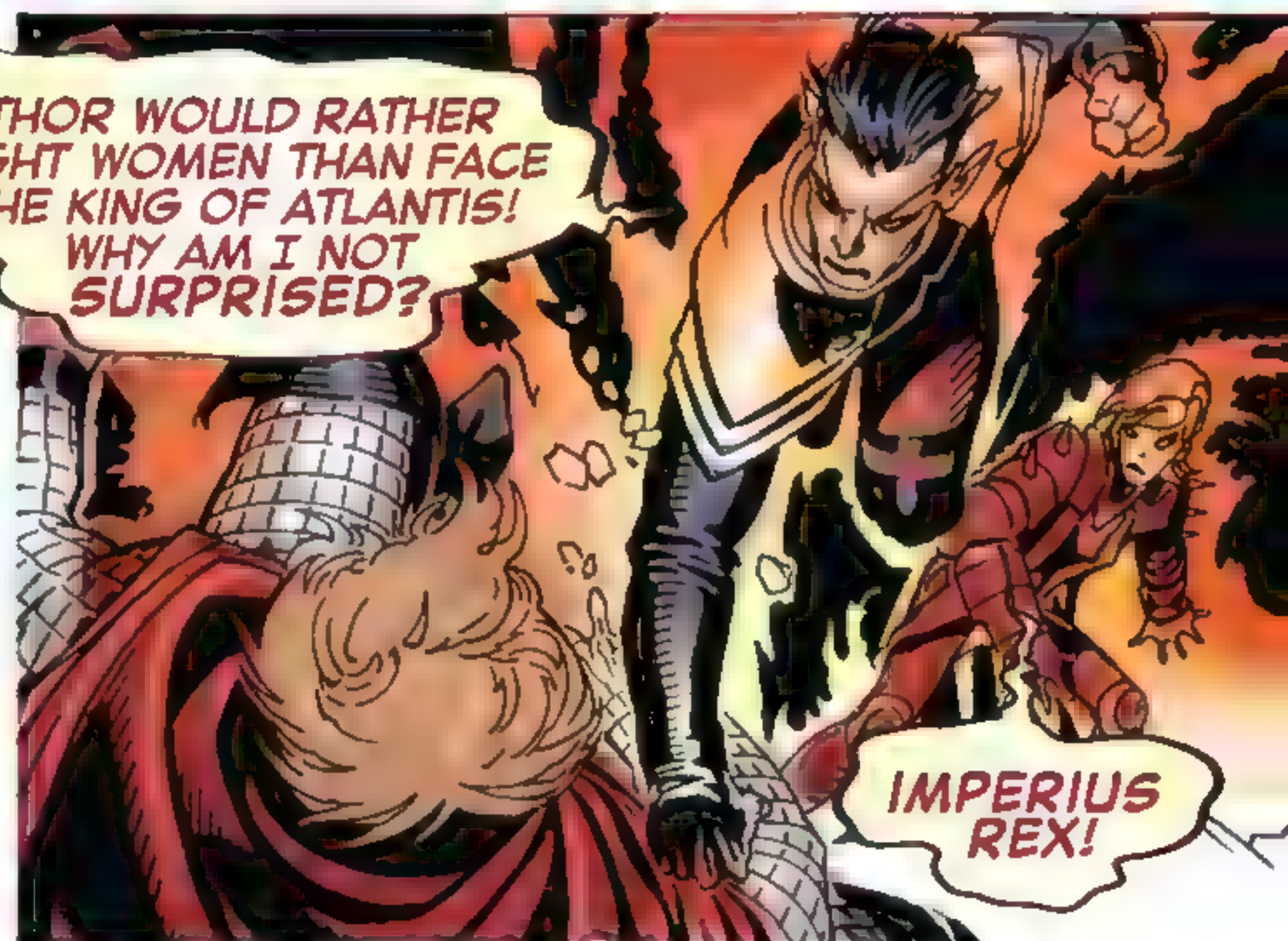
YOU FORGET, I WAS THE PHOENIX FOR YEARS. I WAS AS MUCH A GOD AS ANYONE. GODS DON'T SCARE ME.



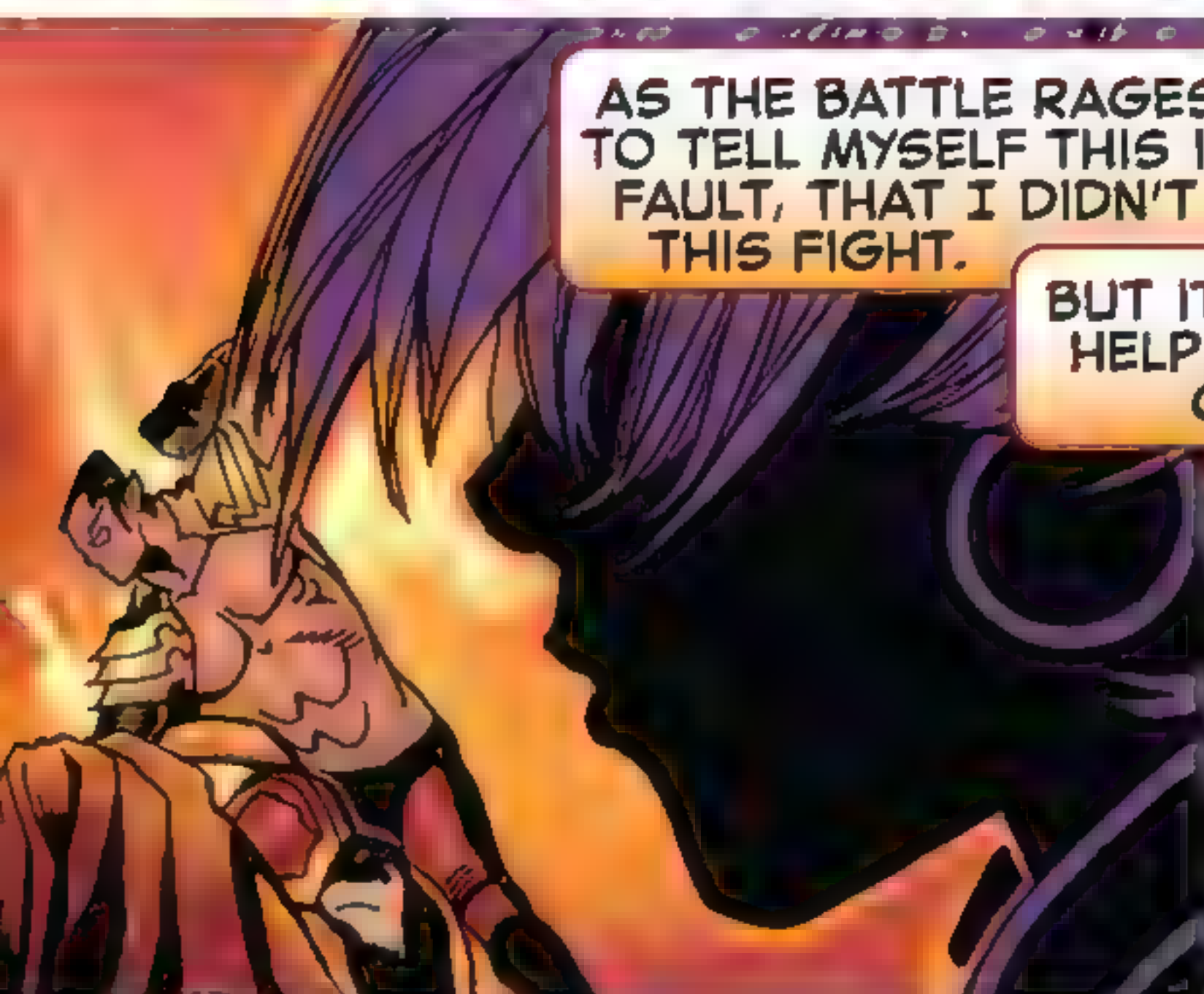
NO MATTER THE SIZE OF THEIR HAMMERS.



THOR WOULD RATHER FIGHT WOMEN THAN FACE THE KING OF ATLANTIS! WHY AM I NOT SURPRISED?

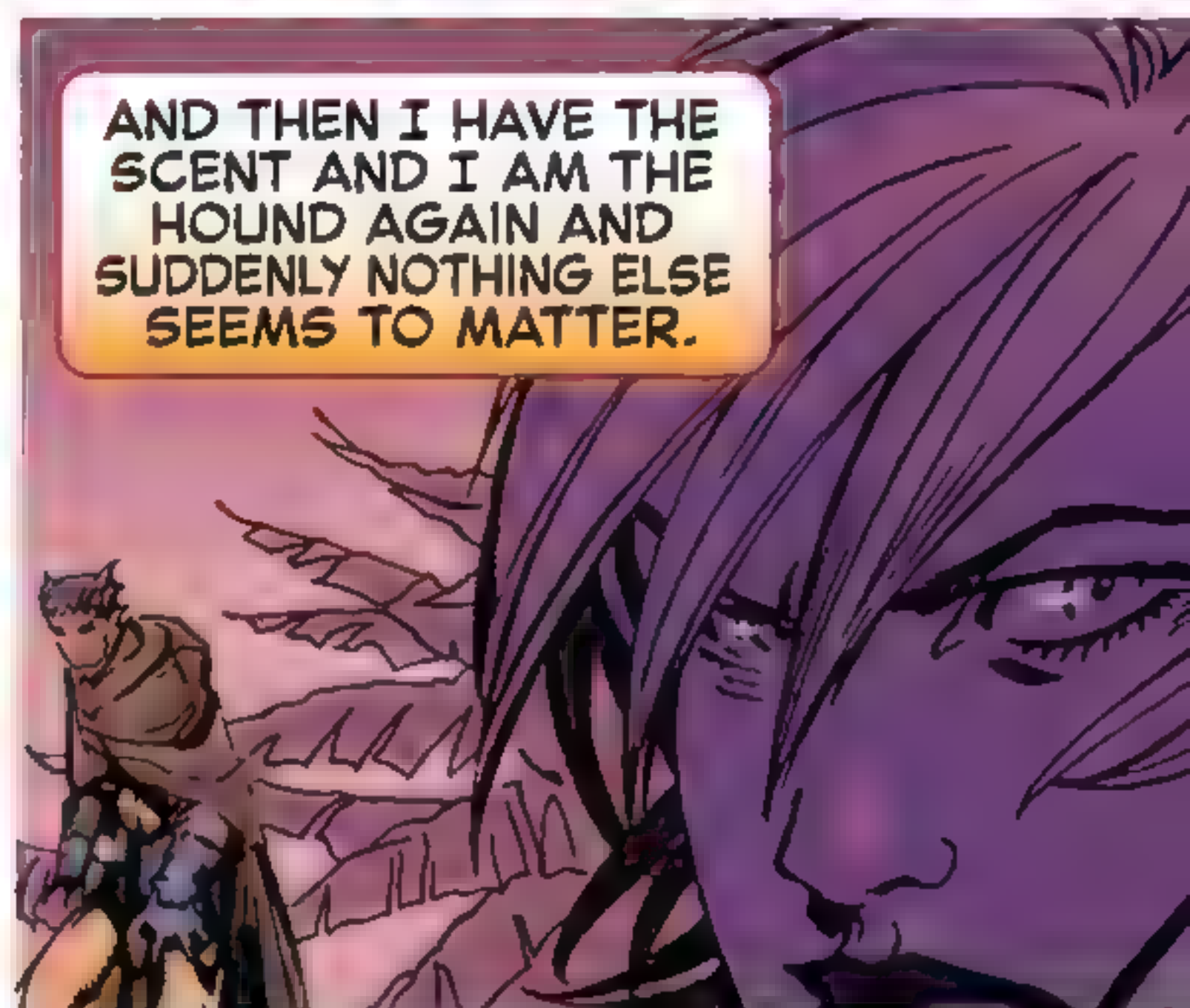


IMPERIUS REX!

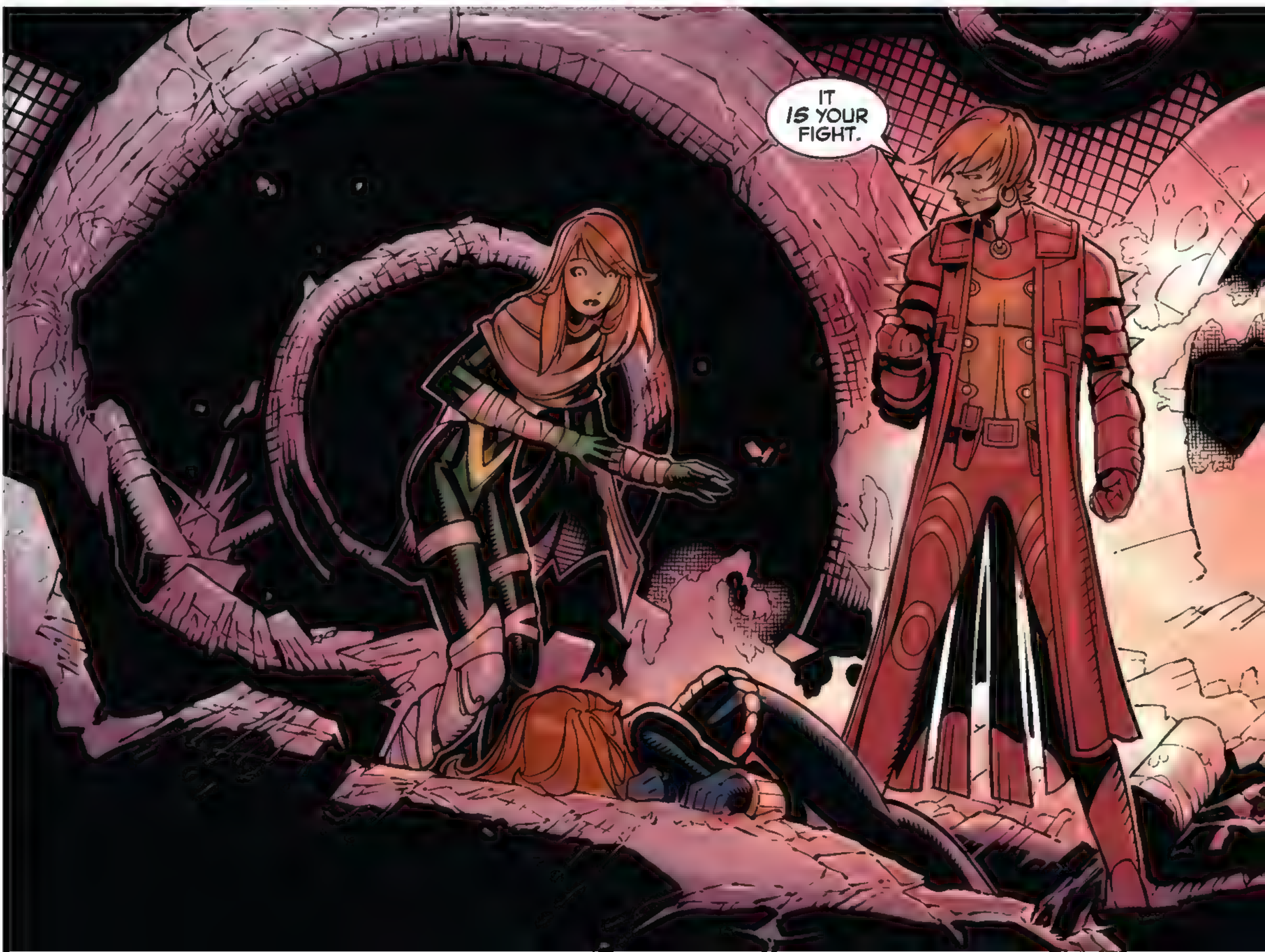
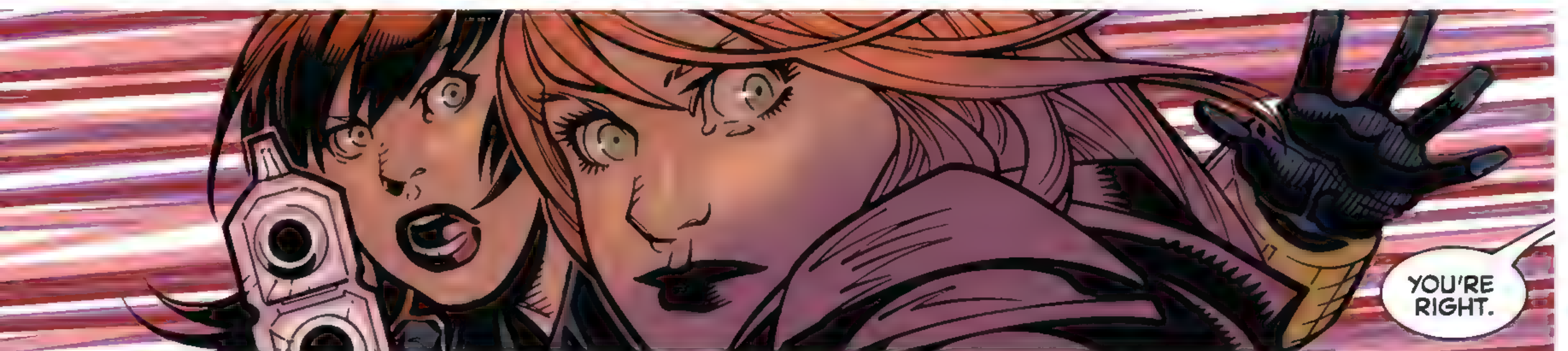
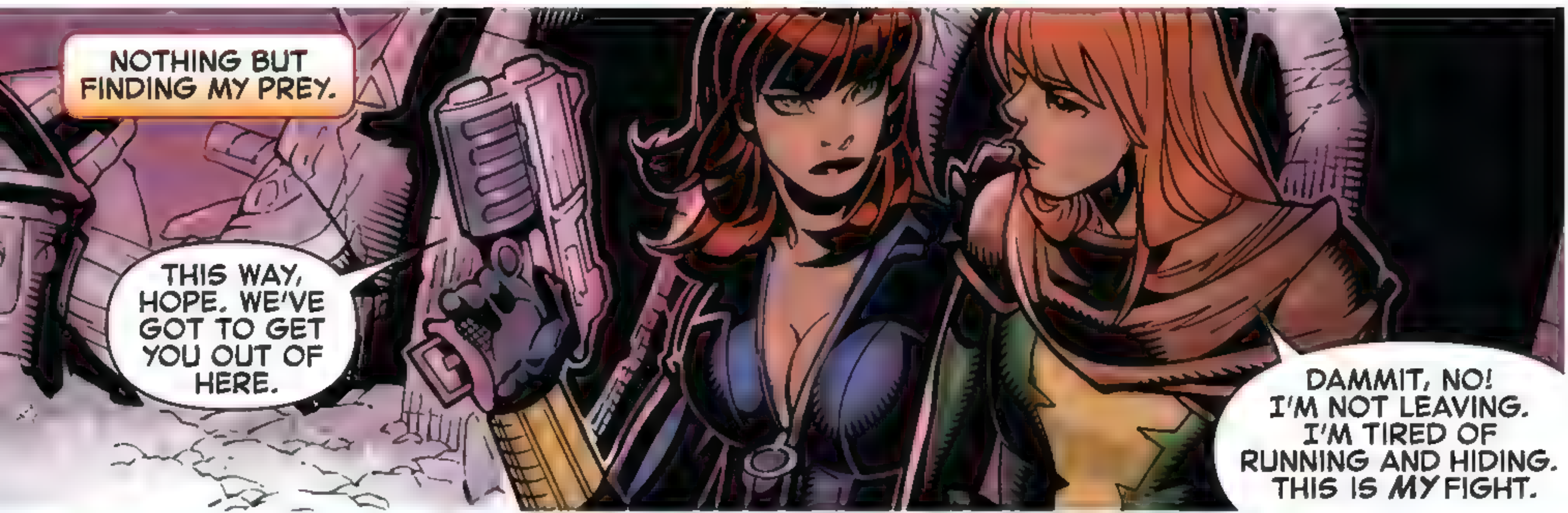


AS THE BATTLE RAGES, I TRY TO TELL MYSELF THIS ISN'T MY FAULT, THAT I DIDN'T START THIS FIGHT.

BUT IT DOESN'T HELP EASE MY GUILT.



AND THEN I HAVE THE SCENT AND I AM THE HOUND AGAIN AND SUDDENLY NOTHING ELSE SEEMS TO MATTER.



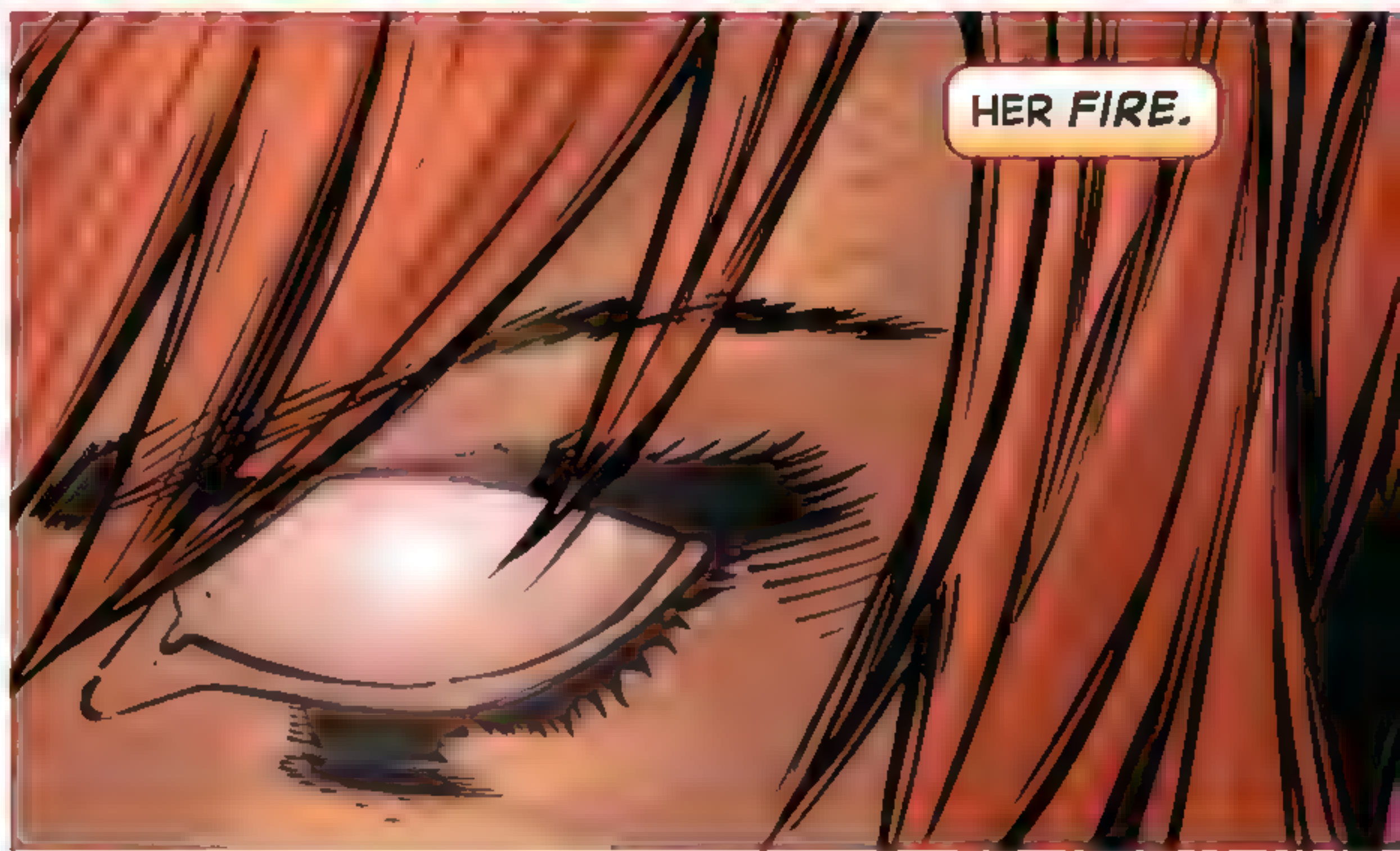


I FEEL HOPE REACHING
OUT WITH HER POWER,
MIMICKING MINE,
PREPARING TO FIGHT.

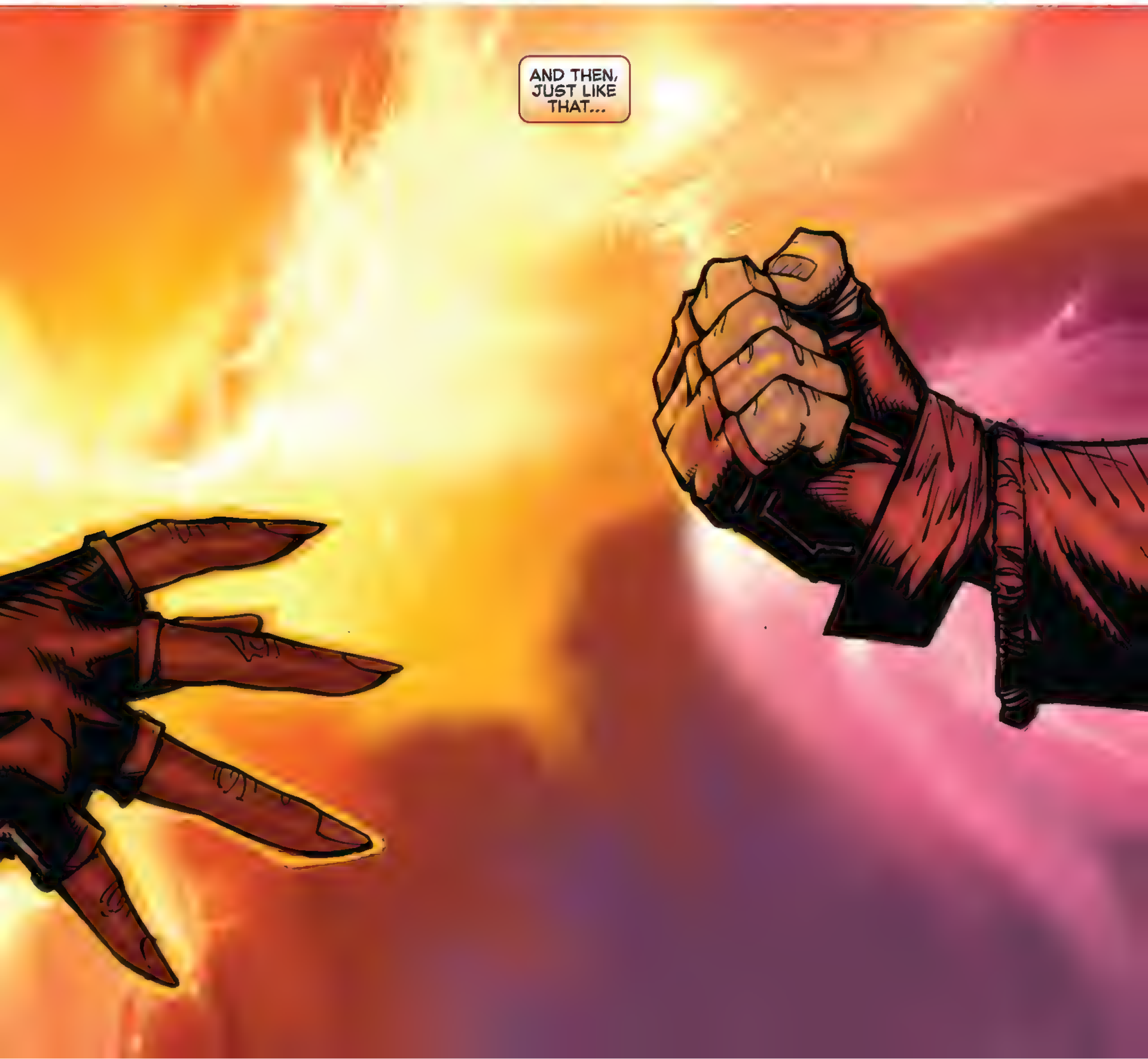
I FEEL HER
MIND IN MINE.



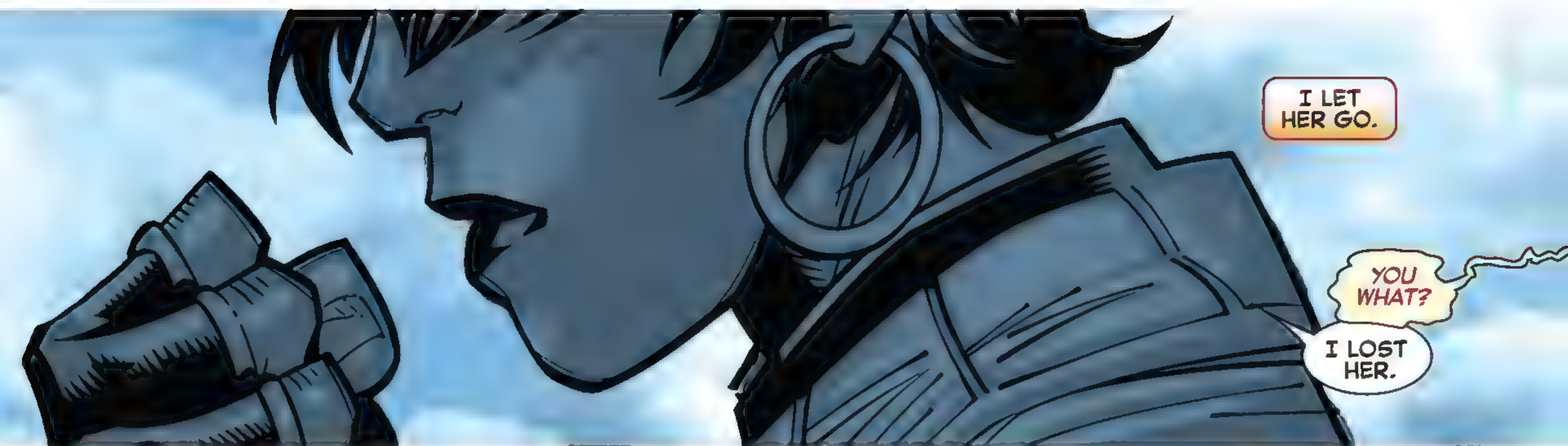
I FEEL
HER FEAR.



HER FIRE.



AND THEN,
JUST LIKE
THAT...



I LET
HER GO.

YOU
WHAT?

I LOST
HER.



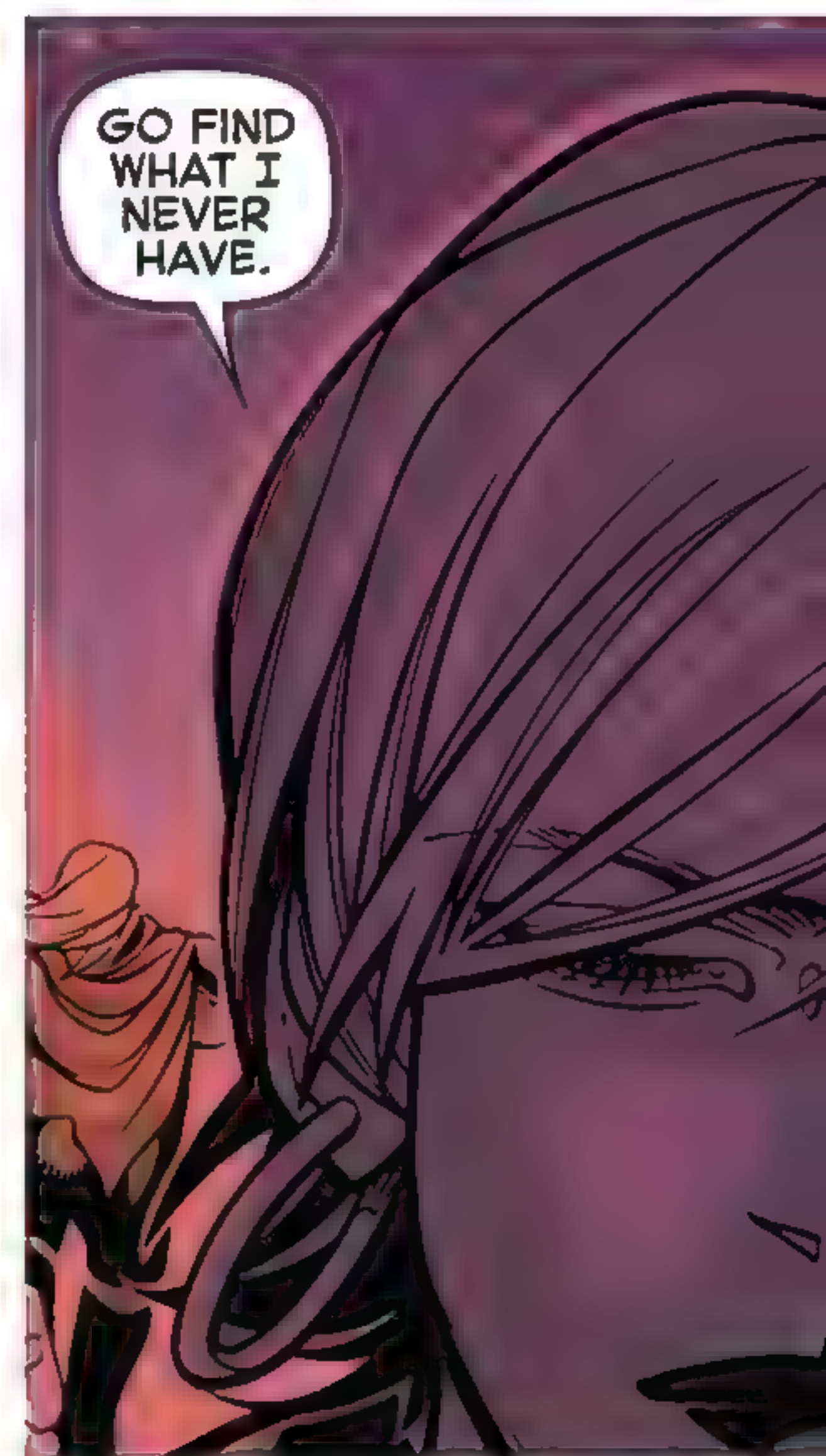
WE MANAGED TO
CAPTURE QUICKSILVER
AND GIANT-MAN, BUT
THE OTHERS ELUDED
US. I'M SORRY. I'LL
KEEP SEARCHING.

WAS
HOPE EVEN
THERE? DID
YOU SEE
HER?



GO.

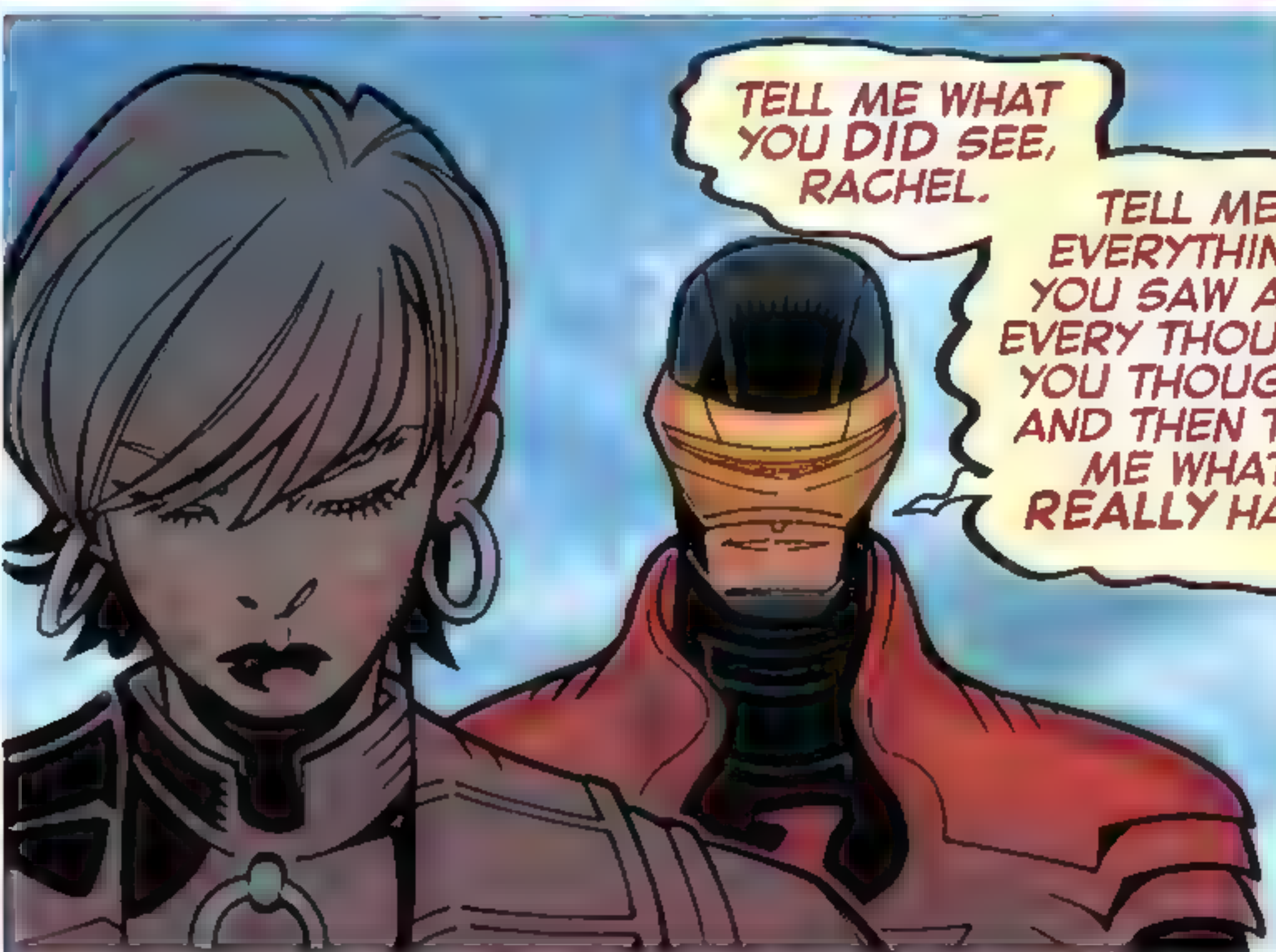
GO FIND THE
PHOENIX, IF *THAT'S*
WHAT YOU WANT.
GO FIND YOUR
DESTINY.



GO FIND
WHAT I
NEVER
HAVE.



NO. I DIDN'T
SEE HER AT
ALL.



TELL ME WHAT
YOU DID SEE,
RACHEL.

TELL ME
EVERYTHING
YOU SAW AND
EVERY THOUGHT
YOU THOUGHT.
AND THEN TELL
ME WHAT
REALLY HAP--





I'M NOT HERE!
NO MATTER WHAT
HAPPENS, I'M
NOT HERE!

X-MEN!



YOUR
HOUR IS AT
HAND!

**THE
PHOENIX
DIES
TODAY!**

NEXT ISSUE:
**ATTACK OF
THE SHIAR!**



WOLVERINE and the

X-MEN

**LETTER
GRADES**

WRITE TO THE JEAN GREY
SCHOOL FACULTY AT
OFFICEX@MARVEL.COM
OR 135 W. 50TH ST
NEW YORK, NY 10020
AND MARK "OK TO PRINT"!

As if I didn't have enough to do, now I gotta answer stinkin' letters? I'm Mortimer Toynbee, but you may know me as the Toad. I'm the poor sap who agreed to be janitor here at the Jean Grey School. The 2nd floor men's room is only half done and the bio lab is still covered in really unstable molecules. This better not take a lot of time.

Dear X Office:

Why do all of the other X-Men walk around in costumes and Shadowcat walks around in a business suit or a T-Shirt? Just wondering...she has always lacked a unique costume since her classic blue on blue one.

Keep up the exciting work,
Upla Volkova

I've gotten a lot of grief over the years about my costume, so you're talking to the wrong guy, Upla. Though, I still think the dagged-edge hood is fashion forward. I've been forbidden to enter Headmistress Pryde's room, so I can't say what's in her closet. But I haven't heard anyone call her "Shadowcat" in a long time. Takes me back.

To the Faculty and Students of the Jean Grey School of Higher Learning,
I accidentally stumbled onto your adventures in January of this year. At the time we were living in a semi-transient state preparing to move elsewhere when we got access to the Internet. That was a rare treat for us then so most of us paid for a few days access and went straight to Facebook. My laptop was broken (this isn't the best environment for computers) and so all I had was my iPod. I'm a comic fan so I downloaded the Marvel app sort of on a whim and chanced upon the first issue of your adventures. Intrigued and having no reasons as to why I shouldn't, I bought it. I'm damn glad I did.

Following your antics (adventures doesn't quite sound chaotic enough) has become a favorite way to spend my down time. Not being up to speed on the happenings back home I was a little surprised to see you become a teacher, Mr. Logan. But I can understand that someone who has taken so much in his life would want to give back. Not that you've any reason to listen to what I've got to say, but someday Quire will understand what you've done for him.

Broo, I know it's terrifying to lose control and

that fighting is absolutely the last thing you want to do, but remember that if you fight for someone you care about, it's nothing to be ashamed of. Keep on keeping on, buddy.

Thanks again to all of you.

Sincerely,
PFC Lepkowsky
Nuristan Province, Afghanistan

P.S. Toad, if the students are the heart of the school and the faculty are the head, would that make you the liver? Not a glorious job I know but you can't live without your liver.

I'll tell you what, Private, I sure know that you can't live without your liver. Mine has been on the fritz ever since those students shrunk down and walked all over it. Cripes. Anyway, I sure don't understand why Logan started this school and I'm starting to really wish he hadn't. And that Broo kid is probably the only student here I like. He's really neat and clean.

Dear X-faculty,
I love this title, it's great being able to read an X-book as fun as this and the stories are great. I love the creative team and how they are handling Wolvie as a schoolteacher. Now that A vs. X has started, will we be seeing the school take on The Initiative, or the X-kids take on the Avengers Academy? Anyway, I'll leave you to your exciting X-stuff and wish you luck with all the Hellfire Club and Avengers related beat-'em-up action coming up!

Ewan Shepherd

P.S. Has Toad got a bed yet?

Well, Ewan, I've scrounged burlap potato-sacks from the kitchen and have fashioned myself a bed of sorts. So it's a step up. I hate the Avengers as much as I hate the X-Men, frankly, so I don't really care who wins this thing. I don't know much about this new Hellfire Club other than what a mess they made on our first day!

Dear Jean Grey School Staff,

Am I the only person concerned about Warren lately? The man is clearly not all there and

now he is being taken into the battlefield? Kid Apocalypse aka Genesis on the other hand knows exactly what he is doing...destroying the universe! His "nice guy" tactics don't work on me, the kid is pure evil.

Why hasn't Idie stood up for her "best friend" Hope and tried to find her? I am shocked that more students, especially Quire, haven't escaped the campus grounds to fight the good fight. I bet Broo could take Spider-Man in an instant with those chompers of his.

Daniel Bellay
Fairmont, WV

Boy, Daniel, you sure care a lot about the students here. You wouldn't if you saw what they did to the lunch room. Angel is crazier than ever, for sure. And obsessed with organic food, looking at his garbage. And you mention Broo fighting Spider-Man. Did you know I fought Spider-Man once? He fights dirty.

Dear Jason Aaron,
I love what you're doing with Wolverine and X-Men. You now have Angel who once was Apocalypse and you have Evan who is Apocalypse reincarnated, but you also have Chamber, Apocalypse son. Do you plan on bring Chamber into the Apocalypse mix?

Make mine Marvel
Matthew Sanders

No clue who Jason Aaron is, but I've learned that you can tell a lot about a person by their name and he sounds like some sort of backwoods nincompoop. Anyway, never did like Apocalypse (he swindled me in poker one time) so I'm not crazy about all these Apoca-things you're talking about.

Aw, crud, I just got paged to clean up the first floor of that ice tower. You know how hard it is to mop ice? I do.

TOAD



NEXT ISSUE

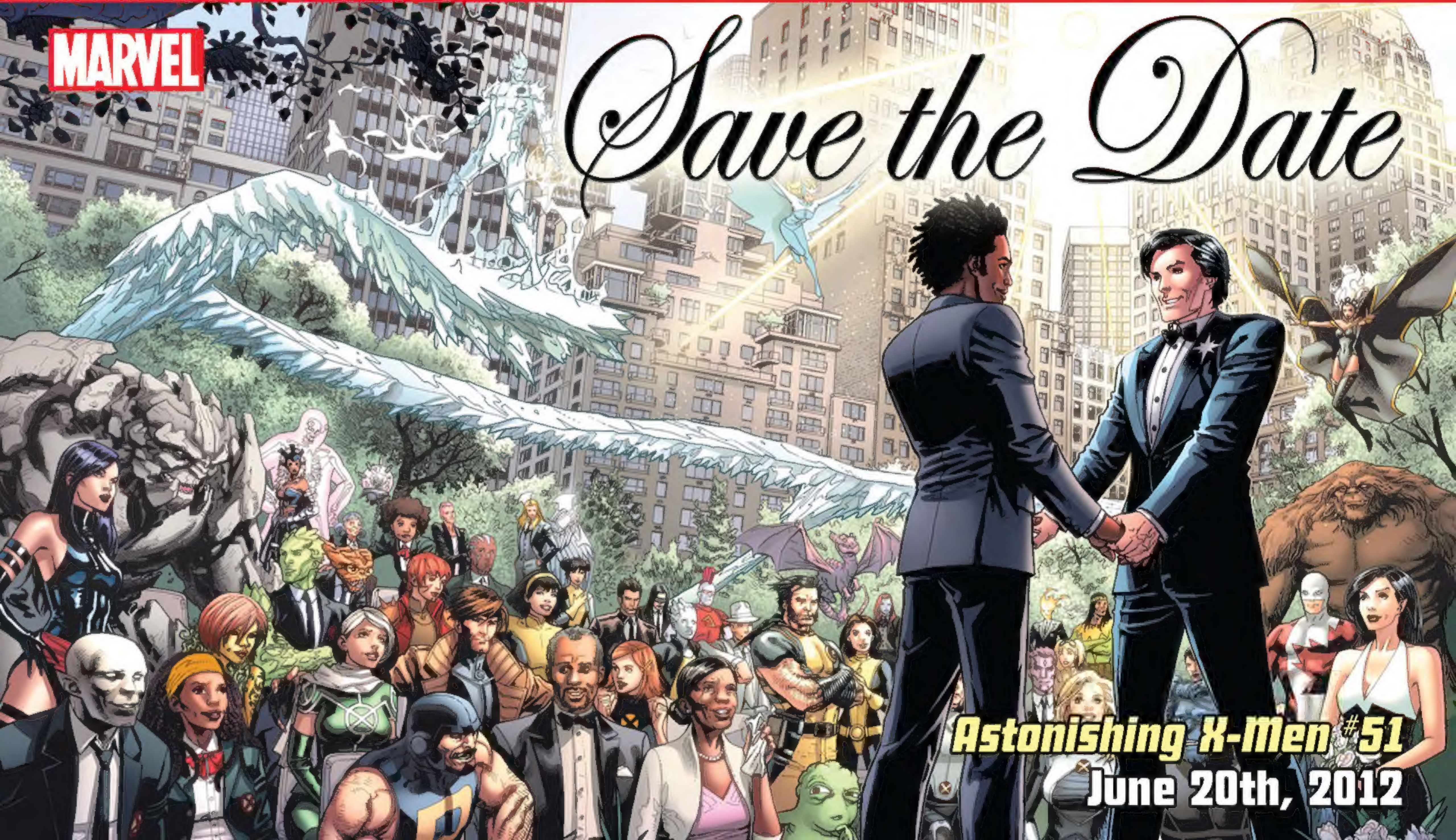
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